



Ottawa Savings Bancorp, Inc.



12027370

April 12, 2012

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of Ottawa Savings Bancorp, Inc. (the "Company"). We will hold the meeting at the Company's Offices, 925 LaSalle Street, Ottawa, Illinois, on Wednesday, May 16, 2012 at 2:00 p.m., local time.

The notice of annual meeting and proxy statement appearing on the following pages describe the formal business to be transacted at the meeting. During the meeting, we will also report on the operations of the Company. Directors and officers of the Company, as well as a representative of McGladrey & Pullen, LLP, the Company's independent registered public accounting firm, will be present to respond to appropriate questions of shareholders.

It is important that your shares are represented at this meeting, whether or not you attend the meeting in person and regardless of the number of shares you own. To make sure your shares are represented, we urge you to complete and mail the enclosed proxy card. If you attend the meeting, you may vote in person even if you have previously mailed a proxy card.

We look forward to seeing you at the meeting.

Sincerely,

Jon Kranov
President and Chief Executive Officer

SEC
Mail Processing
Section

MAY 17 2012

Washington, DC
121



Ottawa Savings Bancorp, Inc.

925 LaSalle Street
Ottawa, Illinois 61350
(815) 433-2525

NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS

- TIME AND DATE** 2:00 p.m., local time, on Wednesday, May 16, 2012.
- PLACE** Offices of the Company, 925 LaSalle Street, Ottawa, Illinois 61350.
- ITEMS OF BUSINESS** (1) To elect two directors to serve for a term of three years;
(2) To ratify the selection of McGladrey & Pullen, LLP as our independent registered public accounting firm for fiscal year 2012; and
(3) To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.
- RECORD DATE** To vote, you must have been a shareholder at the close of business on March 28, 2012.
- PROXY VOTING** It is important that your shares be represented and voted at the meeting. You can vote your shares by completing and returning the proxy card or voting instruction card sent to you. Voting instructions are printed on your proxy or voting instruction card and included in the accompanying proxy statement. You can revoke a proxy at any time before its exercise at the meeting by following the instructions in the proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

Laurie Duffell
Assistant Corporate Secretary

Ottawa, Illinois
April 12, 2012

Note: Whether or not you plan to attend the annual meeting, please vote by marking, signing, dating and promptly returning the enclosed proxy card or voting instruction card.

OTTAWA SAVINGS BANCORP, INC.

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Ottawa Savings Bancorp, Inc. ("Ottawa Savings Bancorp" or the "Company") to be used at the annual meeting of shareholders of the Company. The Company is the holding company for Ottawa Savings Bank (the "Bank") and the majority-owned subsidiary of Ottawa Savings Bancorp MHC (the "MHC"). The annual meeting will be held at 925 LaSalle Street, Ottawa, Illinois on Wednesday, May 16, 2012 at 2:00 p.m., local time. This proxy statement and the enclosed proxy card are being first mailed to shareholders on or about April 12, 2012.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be held on May 16, 2012

The Proxy Statement and Annual Report to Shareholders are available at <http://www.RRDEZProxy.com/2012/OttawaSavingsBancorp>.

Voting and Proxy Procedure

Who Can Vote at the Meeting

You are entitled to vote your shares of Ottawa Savings Bancorp common stock if the records of the Company show that you held your shares as of the close of business on March 28, 2012. If your shares are held in a stock brokerage account or by a bank or other nominees, you are considered the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by your broker, bank or nominees. As the beneficial owner, you have the right to direct your broker on how to vote your shares. Your broker, bank or nominees has enclosed a voting instruction form for you to use in directing it on how to vote your shares.

As of the close of business on March 28, 2012, 2,117,979 shares of Ottawa Savings Bancorp common stock were outstanding and entitled to vote. Each share of common stock has one vote.

Attending the Meeting

If you are a shareholder as of the close of business on March 28, 2012, you may attend the meeting. However, if you hold your shares in street name, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from a bank, broker or other nominees are examples of proof of ownership. If you want to vote your shares of Ottawa Savings Bancorp common stock held in street name in person at the meeting, you will need a written proxy in your name from the broker, bank or other nominees who holds your shares.

Vote By Ottawa Savings Bancorp MHC

Ottawa Savings Bancorp MHC, the mutual holding company for the Company, owned 57.8% of the outstanding shares of common stock of the Company as of March 28, 2012. All shares of common stock owned by Ottawa Savings Bancorp MHC will be voted in accordance with the instructions of the Board of Directors of Ottawa Savings Bancorp MHC, the members of which are identical to the members of the Board of Directors of the Company. Ottawa Savings Bancorp MHC is expected to vote such shares "FOR" the nominees for election as directors and "FOR" ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm.

Vote Required

The annual meeting will be held only if there is a quorum. A majority of the outstanding shares of Ottawa Savings Bancorp common stock entitled to vote, represented in person or by proxy, constitutes a quorum. If you return valid proxy instructions or attend the meeting in person, your shares will be counted for purposes of determining whether there is a quorum, even if you abstain from voting. Broker non-votes also will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker, bank or other nominee does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner.

In voting on the election of directors, you may vote in favor of the nominees or withhold votes as to the nominees. There is no cumulative voting for the election of directors. Directors are elected by a plurality of the votes cast at the annual meeting. "Plurality" means that the nominees receiving the largest number of votes cast will be elected up to the maximum number of directors to be elected at the annual meeting. The maximum number of directors to be elected at the annual meeting is two. In the election of directors, votes that are withheld will have no effect on the outcome of the election.

In voting to ratify the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm, you may vote in favor of the proposal, against the proposal or abstain from voting. To be approved, this matter requires the affirmative vote of a majority of the votes represented at the annual meeting and entitled to vote. In counting votes on the proposal to ratify the appointment of the independent registered public accounting firm, abstentions will have the same effect as a negative vote while broker non-votes will have no impact on the outcome of the proposal.

Because Ottawa Savings Bancorp MHC owns in excess of 50% of the outstanding shares of Company common stock, the votes it casts will ensure the presence of a quorum and determine the outcome of Proposal 1 (Election of Directors) and Proposal 2 (Ratification of Independent Registered Public Accounting Firm).

Effect of Not Casting Your Vote

If you hold your shares in street name it is critical that you cast your vote if you want it to count in the election of Directors (Proposal 1 of this Proxy Statement). In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of Directors, your bank or broker was allowed to vote those shares on your behalf in the election of Directors as they felt appropriate.

Recent changes in regulation were made to take away the ability of your bank or broker to vote your uninstructed shares in the election of Directors on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your bank or broker how to vote in the election of Directors, no votes will be cast on your behalf. Your bank or broker will, however, continue to have discretion to vote any uninstructed shares on the ratification of the appointment of the Company's independent registered public accounting firm (Proposal 2 of this Proxy Statement). If you are a shareholder of record and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Annual Meeting.

Voting by Proxy

This proxy statement is being sent to you by the Board of Directors of the Company to request that you allow your shares of the Company common stock to be represented at the annual meeting by the persons named in the enclosed proxy card. All shares of Company common stock represented at the meeting by properly executed and dated proxies will be voted according to the instructions indicated on the proxy card. If you sign, date and return a proxy card without giving voting instructions, your shares will be voted as recommended by the Company's Board of Directors. **The Board of Directors recommends that you vote "FOR" the nominees for director and "FOR" ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm.**

If any matter not described in this proxy statement is properly presented at the annual meeting, the persons named in the proxy card will use their judgment to determine how to vote your shares. This includes a motion to adjourn or postpone the meeting to solicit additional proxies. If the annual meeting is postponed or adjourned, your shares of Ottawa Savings Bancorp common stock may also be voted by the persons named in the proxy card on the new meeting date, unless you have revoked your proxy. The Company does not know of any other matters to be presented at the meeting.

You may revoke your proxy at any time before the vote is taken at the meeting. To revoke your proxy, you must either advise the Corporate Secretary of the Company in writing before your Company common stock has been voted at the annual meeting, deliver a later-dated valid proxy or attend the meeting and vote your shares in person. Attendance at the annual meeting will not in itself constitute revocation of your proxy.

If your Ottawa Savings Bancorp common stock is held in street name, you will receive instructions from your broker, bank or other nominees that you must follow to have your shares voted. Your broker, bank or other nominees may allow you to deliver your voting instructions by telephone or by the Internet. Please see the instruction form provided by your broker, bank or other nominees that accompanies this proxy statement. If you wish to change your voting instructions after you have returned your voting instruction form to your broker, bank or other nominees, you must contact your broker, bank or other nominees.

Participants in the Bank's ESOP and 401(k) Plan

If you participate in the Ottawa Savings Bank Employee Stock Ownership Plan (the "ESOP") or if you hold shares through the Ottawa Savings Bank Employees' Savings and Profit Sharing Plan (the "401(k) Plan"), you will receive a voting instruction card for each plan that reflects all shares you may vote under the plan. Under the terms of the ESOP, the ESOP trustee votes all shares held by the ESOP, but each ESOP participant may direct the trustee how to vote the shares of common stock allocated to his or her account. The ESOP trustee, subject to the exercise of its fiduciary duties, will vote all unallocated shares of Company common stock held by the ESOP and allocated shares for which it does not receive timely voting instructions in the same proportion as shares for which it has received timely voting instructions. Under the terms of the 401(k) Plan, a participant may direct the trustee how to vote the shares of Ottawa Savings Bancorp common stock credited to his or her account in the 401(k) Plan. The trustee will vote all shares for which it does not receive timely instructions in the same proportion as shares for which it has received timely instructions. The deadline for returning your voting instructions to each plan's trustee is May 9, 2012.

Corporate Governance

General

The Company periodically reviews its corporate governance policies and procedures to ensure that the Company meets the highest standards of ethical conduct, reports results with accuracy and transparency and maintains full compliance with the laws, rules and regulations that govern the Company's operations. As part of this periodic corporate governance review, the Board of Directors reviews and adopts best corporate governance policies and practices for the Company.

Corporate Governance Policies and Procedures

The Company has adopted a corporate governance policy to govern certain activities including:

- (1) the duties and responsibilities of each director;
- (2) the composition, duties and responsibilities and operation of the Board of Directors;
- (3) the selection of Chairman and President;
- (4) the establishment and operation of board committees;

- (5) succession planning;
- (6) convening executive sessions of independent directors;
- (7) the Board of Directors' interaction with management and third parties;
- (8) the distribution of board materials in advance of meetings;
- (9) review of director compensation;
- (10) the evaluation of the performance of the Board of Directors and of the chief executive officer; and
- (11) the orientation of new directors and continuing education.

Code of Ethics and Business Conduct

The Company has adopted a Code of Ethics and Business Conduct that is designed to ensure that the Company's directors, executive officers and employees meet the highest standards of ethical conduct. The Code of Ethics and Business Conduct requires that the Company's directors, executive officers and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner and otherwise act with integrity and in the Company's best interest. Under the terms of the Code of Ethics and Business Conduct, directors, executive officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code.

As a mechanism to encourage compliance with the Code of Ethics and Business Conduct, the Company has established procedures to receive, retain and treat complaints received regarding accounting, internal accounting controls or auditing matters. These procedures ensure that individuals may submit concerns regarding questionable accounting or auditing matters in a confidential and anonymous manner. The Code of Ethics and Business Conduct also prohibits the Company from retaliating against any director, executive officer or employee who reports actual or apparent violations of the Code.

Meetings and Committees of the Board of Directors

The Company conducts business through meetings of its Board of Directors and its committees. The Company's Board of Directors held 12 regular meetings during the fiscal year ended December 31, 2011. No director attended fewer than 75% of the total meetings of the Company's Board of Directors and committees on which such director served.

The following table identifies our standing committees and their members as of December 31, 2011. All members of each committee are independent in accordance with the listing standards of the Nasdaq Stock Market, Inc.

<u>Director</u>	<u>Audit Committee</u>	<u>Nominating and Corporate Governance Committee</u>	<u>Compensation Committee</u>	<u>Assets and Liability Committee</u>	<u>Investment Committee</u>
James A. Ferrero	X*	X*	X	X	X
Keith Johnson	X		X*	X	X
Arthur C. Mueller	X	X	X	X*	X*
Jon Kranov				X	X
Daniel J. Reynolds	X	X	X	X	X
<i>Number of Meetings in 2011</i>	6	1	2	4	4

* Chairman

Audit Committee. The Audit Committee meets periodically with the independent registered public accounting firm and management to review accounting, auditing, internal control structure and financial reporting matters. The board of directors has determined that James Ferrero is an “audit committee financial expert,” as such term is defined by the rules and regulations of the Securities and Exchange Commission. Mr. Ferrero is independent under the listing standards of the Nasdaq Stock Market. The Audit Committee acts under a written charter, a copy of which is available on the Company’s website at www.ottawasavings.com. The report of the Audit Committee appears in this proxy statement under the heading “*Proposal 2 — Ratification of Independent Registered Public Accounting Firm—Audit Committee Report.*”

Compensation Committee. The Compensation Committee is responsible for human resource policies, salaries and benefits, incentive compensation, executive development and management succession planning. It also handles policies relating to nondiscriminatory employment practices, including those related to hiring, compensation and promotion. The Compensation Committee reviews all compensation components for the Company’s President and Chief Executive Officer including annual salary, bonus, stock options, and other direct and indirect benefits, as well as reviews the Company’s executive and employee compensation programs, and director compensation. The Committee considers the performance of the Company, shareholder return, competitive market values, and the compensation given to the President and Chief Executive Officer over recent years when determining appropriate compensation for the President and Chief Executive Officer. In setting executive compensation, the Committee ensures that a significant portion of compensation is connected to the long-term interest of shareholders. In its oversight of employee compensation programs, prior to making its recommendation to the Board, the Committee reviews recommendations from the President and Chief Executive Officer and Human Resources Manager. Decisions by the Compensation Committee with respect to the compensation levels are approved by the full Board of Directors. The Compensation Committee acts under a written charter, a copy of which was included as *Appendix A* to the 2010 proxy statement. A copy of the Compensation Committee charter is not available on the Company’s website.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is responsible for the annual selection of the Board of Directors’ nominees for election as directors and developing and implementing policies and practices relating to corporate governance, including implementation of and monitoring adherence to Ottawa Savings Bancorp’s corporate governance policy. The Nominating and Corporate Governance Committee acts under a written charter adopted by the Board of Directors, a copy of which was included as *Appendix B* to the 2010 proxy statement. A copy of the Nominating and Corporate Governance Committee charter is not available on the Company’s website.

Minimum Qualifications. The Nominating and Corporate Governance Committee has adopted a set of criteria that it considers when it selects individuals to be nominated for election to the Board of Directors. First, a candidate must meet the eligibility requirements set forth in the Company’s Bylaws, which include an age limitation, a stock ownership requirement and a requirement that the candidate not have been subject to certain criminal or regulatory actions. A candidate also must meet any qualification requirements set forth in any Board or committee governing documents.

The Nominating and Corporate Governance Committee will consider the following criteria in selecting nominees: contributions to the range of talent, skill and expertise appropriate for the Board; financial, regulatory and business experience; knowledge of the banking and financial services industries; familiarity with the operations of public companies and ability to read and understand financial statements; familiarity with the Company’s market area and participation in and ties to local businesses and local civic, charitable and religious organizations; personal and professional integrity, honesty and reputation; ability to represent the best interests of the shareholders of the Company and the best interests of the institution; ability to devote sufficient time and energy to the performance of his or her duties; independence; current equity holdings in the Company; and any other factors the Nominating and Corporate Governance Committee deems relevant, including age, diversity, size of the Board of Directors and regulatory disclosure obligations. In its consideration of diversity, the Nominating and Corporate Governance Committee seeks to create a Board that is strong in its collective knowledge and that

has a diverse set of skills and experience with respect to management and leadership, vision and strategy, accounting and finance, business operations and judgment, industry knowledge and corporate governance.

In addition, prior to nominating an existing director for re-election to the Board of Directors, the Nominating and Corporate Governance Committee will consider and review an existing director's Board and Committee attendance and performance; length of Board service; experience, skills and contributions that the existing director brings to the Board; and independence.

Director Nomination Process. The process that the Nominating and Corporate Governance Committee follows when it identifies and evaluates individuals to be nominated for election to the Board of Directors is as follows:

For purposes of identifying nominees for the Board of Directors, the Nominating and Corporate Governance Committee relies on personal contacts of the committee members and other members of the Board of Directors, as well as their knowledge of members of the communities served by the Bank. The Nominating and Corporate Governance Committee also will consider director candidates recommended by shareholders in accordance with the policy and procedures set forth below. The Nominating and Corporate Governance Committee has not previously used an independent search firm to identify nominees.

In evaluating potential nominees, the Nominating and Corporate Governance Committee determines whether the candidate is eligible and qualified for service on the Board of Directors by evaluating the candidate under the selection criteria set forth above. In addition, the Nominating and Corporate Governance Committee will conduct a check of the individual's background and interview the candidate to further assess the qualities of the prospective nominees and the contributions he or she would make to the Board.

Consideration of Recommendations by Shareholders. It is the policy of the Nominating and Corporate Governance Committee of the Board of Directors of the Company to consider director candidates recommended by shareholders who appear to be qualified to serve on the Company's Board of Directors. The Nominating and Corporate Governance Committee may choose not to consider an unsolicited recommendation if no vacancy exists on the Board of Directors and the Nominating and Corporate Governance Committee does not perceive a need to increase the size of the Board of Directors. In order to avoid the unnecessary use of the Nominating and Corporate Governance Committee's resources, the Nominating and Corporate Governance Committee will consider only those director candidates recommended in accordance with the procedures set forth below.

Procedures to be Followed by Shareholders. To submit a recommendation of a director candidate to the Nominating and Corporate Governance Committee, a shareholder should submit the following information in writing, addressed to the Chairman of the Nominating and Corporate Governance Committee, care of the Corporate Secretary, at the main office of the Company:

1. The name of the person recommended as a director candidate;
2. All information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended;
3. The written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;
4. As to the shareholder making the recommendation, the name and address, as they appear on the Company's books, of such shareholder; provided, however, that if the shareholder is not a registered holder of the Company's common stock, the shareholder should submit his or her name and address along with a current written statement from the record holder of the shares that reflects ownership of the Company's common stock; and
5. A statement disclosing whether such shareholder is acting with or on behalf of any other person and, if applicable, the identity of such person.

In order for a director candidate to be considered for nomination at the Company's annual meeting of shareholders, the recommendation must be received by the Nominating and Corporate Governance Committee at least 120 calendar days prior to the date the Company's proxy statement was released to shareholders in connection with the previous year's annual meeting, advanced by one year.

Board Leadership Structure and Risk Oversight

The positions of Chairman of the Board and Chief Executive Officer of the Company are each held by Jon Kranov. The Chairman of the Board has no greater nor lesser vote on matters considered by the Board than any other director, and the Chairman does not vote on any related party transaction. All directors of the Company, including the Chairman, are bound by fiduciary obligations, imposed by law, to serve the best interests of the stockholders. The Board's decision regarding how to structure its leadership is based on its familiarity and comfort with the Chief Executive Officer and its belief in the potential efficiencies of having the Chief Executive Officer also serve in the role of Chairman of the Board.

A fundamental part of the Company's risk management is not only understanding the risks the Company faces and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the Company. The full Board of Directors' involvement in helping to set the Company's business strategy is an important aspect of its assessment of management's tolerance for risk and its determination of the appropriate level of risk for the Company. While the Board of Directors has the ultimate oversight responsibility for the risk management process, various committees of the Board also have responsibility for risk management. In particular, the Audit Committee focuses on financial risk by providing oversight of the quality and integrity of the Company's financial reporting and internal controls, as well as the Company's compliance with legal and regulatory requirements. The Company's Compensation Committee reviews the Company's and the Bank's compensation policies and practices to help ensure there is a direct relationship between pay levels and corporate performance and return to shareholders.

Attendance at the Annual Meeting

The Board of Directors encourages directors to attend the annual meeting of shareholders. All five directors attended the Company's annual meeting of shareholders in 2011.

Stock Ownership

The following table provides information as of March 28, 2012 about the persons known to the Company to be the beneficial owners of more than 5% of the Company's outstanding common stock. A person may be considered to beneficially own any shares of common stock over which he or she has, directly or indirectly, sole or shared voting or investment power.

<u>Name and Address</u>	<u>Number of Shares Owned</u>	<u>Percent of Common Stock Outstanding⁽¹⁾</u>
Ottawa Savings Bancorp MHC	1,223,701	57.8%
925 LaSalle Street		
Ottawa, Illinois 61350		
Tyndall Capital Partners, LP	129,311 ⁽²⁾	6.1%
599 Lexington Avenue		
Suite 4100		
New York, New York 10022		

(1) Based on 2,117,979 shares of Company common stock outstanding and entitled to vote as of March 28, 2012.

(2) Based exclusively on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2012.

The following table provides information as of March 28, 2012 about the shares of Ottawa Savings Bancorp common stock that may be considered to be beneficially owned by each director or nominee for director of the Company, by those named executive officers of the Company listed in the *Summary Compensation Table* and all directors and executive officers of the Company as a group. A person may be considered to beneficially own any shares of common stock over which he or she has directly or indirectly, sole or shared voting or investment power. Unless otherwise indicated, none of the shares listed are pledged as security and each of the listed individuals has sole voting and investment power with respect to the shares shown.

<u>Name</u>	<u>Number of Shares Owned (Excluding Options)⁽¹⁾</u>	<u>Number of Shares That May Be Acquired Within 60 Days By Exercising Options</u>	<u>Percent of Common Stock Outstanding⁽²⁾</u>
Directors:			
James A. Ferrero	20,180 ⁽³⁾	5,451	1.21%
Keith Johnson	19,180 ⁽⁴⁾	5,451	1.16%
Jon Kranov	33,707 ⁽⁵⁾	20,277	2.53%
Arthur C. Mueller	12,180	5,451	*
Daniel J. Reynolds	24,680 ⁽⁶⁾	5,451	1.42%
Executive Officers Who Are Not Directors:			
Philip Devermann	15,104	17,443	1.52%
Marc N. Kingry	6,760	—	*
All directors and executive officers as a group (7 persons) ..	131,791	59,524	8.79%

* Represents less than 1% of the Company's outstanding shares.

(1) This column includes the following:

<u>Name</u>	<u>Shares of Restricted Stock Awards Held in Trust</u>	<u>Shares Allocated under the Ottawa Savings Bank ESOP</u>	<u>Shares Held in Trust in the Ottawa Savings Bank 401(k) Plan</u>
Philip Devermann	—	4,016	10,194
James A. Ferrero	—	—	—
Keith Johnson	—	—	—
Marc N. Kingry	5,235	525	—
Jon Kranov	2,792	4,591	5,373
Arthur C. Mueller	—	—	—
Daniel J. Reynolds	—	—	—

- (2) Based on 2,117,979 shares of Company common stock outstanding and entitled to vote as of March 28, 2012.
- (3) Includes 500 shares held by Mr. Ferrero's spouse over which Mr. Ferrero disclaims beneficial ownership.
- (4) Includes 17,000 shares pledged as security for a loan with an unrelated financial institution.
- (5) Includes 3,000 shares of which Mr. Kranov may be deemed the beneficial owner as trustee of his father's trust.
- (6) Includes 8,500 shares held by Mr. Reynold's spouse.

Proposal 1 — Election of Directors

The Company's Board of Directors consists of five members, all of whom are independent under the current listing standards of the Nasdaq Stock Market, except for Mr. Kranov, who is the Company's and the Bank's President and Chief Executive Officer. In determining the independence of its directors, the Board considered transactions, relationships or arrangements between the Company, the Bank and its directors that are not required to be disclosed in this proxy statement under the heading "*Transactions with Related Persons*." The Board is divided into three classes with three-year staggered terms, with approximately one-third of the directors elected each year. Two directors will be elected at the annual meeting to serve for a three-year term, or until their respective successors have been elected and qualified. The Board of Directors' nominees for election to each serve a three year term are Arthur C. Mueller and Daniel J. Reynolds.

Unless you indicate on the proxy card that your shares should not be voted for the nominees, the Board of Directors intends that the proxies solicited by it will be voted for the election of the Board's nominees. If the nominees are unable to serve, the persons named in the proxy card will vote your shares to approve the election of any substitute proposed by the Board of Directors. Alternatively, the Board of Directors may adopt a resolution to reduce the size of the Board. At this time, the Board of Directors knows of no reason why any nominees might be unable to serve.

The Board of Directors recommends a vote FOR the election of Arthur C. Mueller and Daniel J. Reynolds.

Information regarding the Board of Directors' nominees for election at the annual meeting is provided below. Unless otherwise stated, each director has held his or her current occupation for the last five years. The age indicated for each individual is as of December 31, 2011. There are no family relationships among the directors or executive officers. The indicated period of service as a director includes service as a director of the Bank.

Nominees for Election of Directors:

Arthur C. Mueller is the owner of Mueller Funeral Homes, Inc. Age 58. Director since 1987. He is currently the Chairman of the Bank's Board of Directors and attends all committee meetings of the Board of Directors in his capacity as such. As a lifelong resident of LaSalle County, Mr. Mueller has been actively involved in various community organizations, having served on the Board of Ottawa Regional Hospital and Healthcare Center and the Chamber of Commerce and as a member of Rotary International. This experience has given Mr. Mueller extensive ties to the Bank's and the Company's market area, as well as valuable leadership experience that he brings to the Board of Directors.

Daniel J. Reynolds is the co-owner of H.R. Imaging, Inc., a photography business in Ottawa, Illinois. Age 65. Director since 2003. As a lifelong resident of Ottawa, Illinois who is actively involved in various community organizations, Mr. Reynolds has in-depth knowledge of the Bank's and the Company's market area. Additionally, Mr. Reynolds involvement in real estate development has given him knowledge of the local real estate industry, and his experience as a small business owner has given him organizational understanding and management expertise that he brings to the Board of Directors.

Directors Continuing in Office:

The following directors have terms ending in 2013:

James A. Ferrero retired from LaSalle County Housing Authority as of December 31, 2005. He is the co-owner of a retail liquor store in Ottawa, Illinois. Age 62. Director since 2000. As a lifelong resident of Ottawa, Illinois who is actively involved in various community organizations, like the Chamber of Commerce, Mr. Ferrero has developed extensive ties to the market area in which the Bank and Company operate. Additionally, Mr. Ferrero's education in finance and experience as a small business owner have provided him with financial experience and expertise that is valuable to the Board of Directors.

Keith F. Johnson is the co-owner of Johnson Pattern and Machine Co. in Ottawa, Illinois. Age 58. Director since 2001. As a lifelong resident of Ottawa, Illinois who is actively involved in various community organizations, Mr. Johnson has in-depth knowledge of the market area in which the Bank and Company operate. Mr. Johnson's service as an elected Commissioner of our local government has provided him with leadership and managerial skills, which are valuable to the Board of Directors.

The following director has a term ending in 2014:

Jon Kranov has been employed with Ottawa Savings Bank since 1978 and has served as President of Ottawa Savings Bank, Ottawa Savings Bancorp and Ottawa Savings Bancorp MHC since May 2011. Mr. Kranov served as the Senior Vice President and Chief Financial Officer of the Bank from 1996 until May 2011 and 1996 until December 2011, respectively. He served in the positions of Senior Vice President and Chief Financial Officer of Ottawa Savings Bancorp and Ottawa Savings Bancorp MHC from 2005 until May 2011 and 2005 until December 2011, respectively. Age 57. Director since May 2011.

Mr. Kranov's involvement in the Bank's and Company's local community affords the Board valuable insight regarding the business and operation of the Bank and the Company. Mr. Kranov's experience as Chief Financial Officer and knowledge of the various financial and accounting issues facing public companies in the banking sector, as well as his long history with the Bank and the Company, position him well as our President and Chief Executive Officer. Mr. Kranov has an undergraduate degree in Accountancy from Western Illinois University and has received a Masters Degree from Lewis University.

Executive Officers who are not also Directors:

Below is information regarding our officers who are not also directors. Each officer has held his current position for at least the last five years, unless otherwise stated. Ages presented are as of December 31, 2011.

Philip Devermann has served as the Vice President of Ottawa Savings Bank since 1996. Mr. Devermann has served as the Vice President of Ottawa Savings Bancorp and Ottawa Savings Bancorp MHC since 2005. He has been employed with Ottawa Savings Bank since 1979. Mr. Devermann has an undergraduate degree in finance from Eastern Illinois University. Age 61.

Marc N. Kingry has served as the Chief Financial Officer of Ottawa Savings Bank, Ottawa Savings Bancorp and Ottawa Savings Bancorp MHC since December 2011. Prior to 2011, Mr. Kingry was Senior Vice President and Controller at a bank in Ottawa, Illinois since 2002. Mr. Kingry has an undergraduate degree in accountancy and has received a Masters Degree from Illinois State University, he is a licensed Certified Public Accountant. Age 49.

Proposal 2 — Ratification of Independent Registered Public Accounting Firm

The Audit Committee of the Board of Directors has appointed McGladrey & Pullen, LLP to be the Company's independent registered public accounting firm for the 2012 fiscal year, subject to ratification by shareholders. A representative of McGladrey & Pullen, LLP is expected to be present at the annual meeting to respond to appropriate questions from shareholders and will have the opportunity to make a statement should he or she desire to do so.

If the ratification of the appointment of the auditors is not approved by a majority of the shares represented at the meeting and entitled to vote, the Audit Committee will consider other independent registered public accounting firms.

The Board of Directors recommends a vote FOR the ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm.

Audit and Non-Audit Fees

The following table sets forth the fees billed to the Company for the fiscal years ending December 31, 2011 and December 31, 2010 for services provided by McGladrey & Pullen, LLP and its affiliate RSM McGladrey Inc.

	2011	2010
Audit Fees ⁽¹⁾	\$102,550	\$97,825
Audit-Related Fees	—	—
Tax Fees ⁽²⁾	12,225	14,810
All Other Fees	—	—

- (1) For 2010 and 2011, includes fees for performance of the audit, review of financial statements for public filings and attendance at the annual meeting.
- (2) For 2010 and 2011, represents fees for preparation of federal and state consolidated tax returns, claims for refunds and tax payment-planning services for tax compliance, tax planning and tax advice.

Pre-Approval of Services by the Independent Registered Public Accounting Firm

The Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In accordance with its charter, the Audit Committee approves, in advance, all audit and permissible non-audit services to be performed by the independent registered public accounting firm. Such approval process ensures that the independent registered public accounting firm does not provide any non-audit services to the Company that are prohibited by law or regulation.

In addition, the Audit Committee has established a policy regarding pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm. Requests for services by the independent registered public accounting firm for compliance with the auditor services policy must be specific as to the particular services to be provided. The request may be made with respect to either specific services or a type of service for predictable or recurring services.

Any proposed specific engagement may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee or one or more of its members. The member or members to whom such authority is delegated shall report any specific approval of services at the next regular meeting of the Audit Committee. The Audit Committee will regularly review summary reports detailing all services being provided to the Company by its independent registered public accounting firm.

During the year ended December 31, 2011, all services were approved, in advance, by the Audit Committee in compliance with these procedures.

Audit Committee Report

The Company's management is responsible for the Company's internal control over financial reporting. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and issuing an opinion on the conformity of those financial statements with generally accepted accounting principles. The Audit Committee oversees the Company's internal control over financial reporting on behalf of the Board of Directors.

In this context, the Audit Committee has met and held discussions with management and the independent registered public accounting firm. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm all communications required by generally accepted accounting standards.

In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board and has discussed with the independent registered public accounting firm the accounting firm's independence from the Company and its management. In concluding that the accounting firm is independent, the Audit Committee considered, among other factors, whether the non-audit services provided by the independent registered public accounting firm were compatible with their independence.

The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for their audit. The Audit Committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting process.

In performing all of these functions, the Audit Committee acts only in an oversight capacity. In its oversight role, the Audit Committee relies on the work and assurances of the Company's management, which has the primary responsibility for financial statements and reports, and of the independent registered public accounting firm who, in its report, expresses an opinion on the conformity of the Company's financial statements to generally accepted accounting principles. The Audit Committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with management and the independent registered public accounting firm do not assure that the Company's financial statements are presented in accordance with generally accepted accounting principles, that the audit of the Company's consolidated financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board or that the Company's independent registered public accounting firm is in fact "independent."

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the Securities and Exchange Commission. The Audit Committee has appointed, subject to shareholder ratification, the selection of the Company's independent registered public accounting firm for the fiscal year ended December 31, 2011.

Audit Committee of the Ottawa Savings Bancorp Board of Directors
James A. Ferrero (Chairman)
Keith Johnson
Arthur C. Mueller
Daniel J. Reynolds

Executive Compensation

Summary Compensation Table

The following information is furnished for all individuals serving as the principal executive officer of the Company for the two most recently completed fiscal years and the next two most highly compensated executive officers of the Company whose total compensation for each of the 2010 and 2011 fiscal years exceeded \$100,000.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)⁽¹⁾</u>	<u>Option Awards (\$)⁽²⁾</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Jon Kranov	2011	165,000	—	—	—	33,910 ⁽³⁾	198,910
President and Chief Executive Officer	2010	140,883	—	20,934	22,589	25,588 ⁽⁴⁾	209,994
Philip Devermann	2011	119,650	—	—	—	12,472	132,123
Vice President	2010	117,300	—	—	—	13,605	130,905
Marc Kingry	2011	92,500	—	22,248	29,434	4,057	148,239
Chief Financial Officer	2010	7,352	—	—	—	—	7,352

- (1) These amounts represent the aggregate grant date fair value for outstanding restricted stock awards granted during the year indicated, computed in accordance with FASB ASC Topic 718. The amounts represented for 2011 and 2010 were calculated based upon the Company's stock price of \$6.00 on the date of grant. When shares become vested and are distributed from the trust in which they are held, the recipient will also receive an amount equal to accumulated cash and stock dividends (if any) paid with respect thereto, plus earnings thereon.
- (2) These amounts represent the fair value of the stock options granted using the Black-Scholes option pricing model for outstanding stock option awards granted during the year indicated. For information on the assumptions used to compute the fair value, see note 11 to the notes to the consolidated financial statements. The actual value, if any, realized by an executive officer from any option will depend on the extent to which the market value of the common stock exceeds the exercise price of the option on the date the option is exercised. Accordingly, there is no assurance that the value realized by an executive officer will be at or near the value estimated above.
- (3) Includes \$ 16,800 received in board fees for service on the Company's Board of Directors.
- (4) Includes \$ 9,450 received in board fees for service on the Company's Board of Directors.

Employment Agreements. Ottawa Savings Bancorp and Ottawa Savings Bank previously entered into employment agreements with Jon Kranov and Philip Devermann. The employment agreements provided for initial three-year terms. On each anniversary of the effective date of the agreements, Ottawa Savings Bancorp and Ottawa Savings Bank could choose to extend the term of the employment agreements for an additional year. However, as previously disclosed in the 2011 proxy statement, in order to create more flexibility in executive compensation matters, Ottawa Savings Bancorp and Ottawa Savings Bank provided notice on December 9, 2009 to each of the executives that they would not renew the terms of the agreements. Consequently, the employment agreements each expired on August 1, 2011.

Salary Continuation Agreements. Ottawa Savings Bank has entered into a Salary Continuation Agreement with each of Jon Kranov and Philip B. Devermann.

Under the Salary Continuation Agreements, if Mr. Kranov's or Mr. Devermann's employment with the Bank terminates (1) on or after his 65th birthday; (2) subsequent to a change in control (as defined in each agreement); (3) on account of a disability; or (4) because of death, they will be entitled to receive \$25,258 or \$27,480, respectively, per year for 20 years commencing at the later of age 65 or the date of his termination of employment. The executive may elect, subject to the requirements of Section 409A of the Internal Revenue Code, to receive a lump sum payment that is actuarially equivalent to the normal retirement benefit. If the executive terminates employment before his 65th birthday for reasons other than for cause, death or disability, and not subsequent to a change in control, he will receive a reduced benefit, which varies depending on the date of termination. The executive will forfeit his entitlement to all benefits under the Agreement if his employment with the Bank is terminated for cause as specified in his Agreement.

Benefit Plans

401(k) Plan. Ottawa Savings Bank maintains the Ottawa Savings Bank Employees' Savings and Profit Sharing Plan and Trust (the "401(k) Plan"), a tax-qualified defined contribution retirement plan, for employees of Ottawa Savings Bank who are 21 years of age and have completed six months of service. Eligible employees may contribute a portion of their compensation to the 401(k) Plan on a pre-tax basis, subject to certain compensation limitations imposed by the Internal Revenue Code of 1986, as amended. Participants are always 100% vested in their salary deferrals. Participants vest in employer matching contributions at the rate of 20% per year following two years of service.

Employee Stock Ownership Plan. Ottawa Savings Bank maintains an employee stock ownership plan ("ESOP") for eligible employees of Ottawa Savings Bank. Employees of Ottawa Savings Bank who are 21 years old and have been credited with at least six months of service with Ottawa Savings Bank are eligible to participate in the ESOP as of the first entry date following their completion of the plan's eligibility requirements.

In connection with its conversion and minority stock offering, the ESOP trustee purchased 76,314 shares of common stock in the offering, funding its purchase through a loan from Ottawa Savings Bancorp. Shares purchased by the ESOP with the proceeds of the ESOP loan are held in a suspense account and released on a pro rata basis as the loan is repaid. In any plan year, Ottawa Savings Bank may also make additional discretionary contributions to the ESOP for the benefit of plan participants in either cash or shares of common stock. Discretionary contributions to the ESOP and shares released from the suspense account are allocated among participants on the basis of each participant's proportional share of compensation. After two years of service, participants vest in the benefits allocated under the ESOP at a rate of 20% per year for each year of continuous service with Ottawa Savings Bank. A participant becomes fully vested automatically upon retirement, death or disability, a change in control or termination of the ESOP. Benefits are generally distributable upon a participant's separation from service. Any unvested shares that are forfeited upon a participant's termination of employment will be reallocated among the remaining plan participants.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information concerning unexercised options and stock awards that have not vested for each named executive officer outstanding as of December 31, 2011.

Name	Option Awards				Stock Awards	
	Number Of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ⁽²⁾	Market Value of Shares or Units of Stock That Have Not Vested ⁽³⁾
Jon Kranov	18,533	—	\$12.35	11/21/2016	—	—
Jon Kranov ⁽⁴⁾	1,744	6,978	\$ 6.00	11/17/2020	2,792	\$10,442
Philip Devermann	17,443	—	\$12.35	11/21/2016	—	—
Marc Kingry ⁽⁵⁾	—	13,083	\$ 4.25	11/16/2021	5,235	\$19,579

- (1) Stock options granted pursuant to the Ottawa Savings Bancorp, Inc. 2006 Equity Incentive Plan vest in five approximately equal annual installments commencing on November 21, 2007.
- (2) Stock awards granted pursuant to the Ottawa Savings Bancorp, Inc. 2006 Equity Incentive Plan vest in five approximately equal installments commencing on November 21, 2007.
- (3) Market value is calculated on the basis of \$3.74 per share, which is the closing sales price for our common stock on December 31, 2011.
- (4) Stock awards granted pursuant to the 2006 Equity Incentive Plan vest in five approximately equal installments commencing on November 17, 2011.
- (5) Stock awards granted pursuant to the 2006 Equity Incentive Plan vest in five approximately equal installments commencing on November 17, 2012.

Option Exercises and Stock Vested

The following table provides information concerning the vesting of stock awards for each named executive officer, on an aggregate basis, during 2011. No named executive officer exercised any stock options during 2011.

Name	Stock Awards	
	Number of Shares Acquired on Vesting	Value Realized on Vesting
Jon Kranov ⁽¹⁾	1,485	\$7,722
Jon Kranov ⁽²⁾	697	3,067
Philip Devermann	1,397	7,264
Marc Kingry	—	—

- (1) Stock awards granted pursuant to the Ottawa Savings Bancorp, Inc. 2006 Equity Incentive Plan vest in five approximately equal installments commencing on November 21, 2007.
- (2) Stock awards granted pursuant to the 2006 Equity Incentive Plan vest in five approximately equal installments commencing on November 17, 2012.

Directors' Compensation

The following table sets forth the compensation received by non-employee directors for their service on our Board of Directors during 2011.

Name	Fees Earned or Paid in Cash (\$)	Nonqualified Deferred Compensation Earnings	Stock Awards (\$) ⁽¹⁾	Option Awards ⁽²⁾	All Other Compensation (\$)	Total (\$)
James A. Ferrero	16,800	—	1,853	—	414	19,067
Keith F. Johnson	16,800	—	1,853	—	414	19,067
Arthur C. Mueller	16,800	—	1,853	—	414	19,067
Daniel J. Reynolds	16,800	—	1,853	—	414	19,067

- (1) At December 31, 2011, all outstanding shares of restricted stock held in trust for each of the non-employee directors were fully vested.
- (2) At December 31, 2011, all outstanding stock options for each of the non-employee directors were fully vested.

The following tables set forth the applicable retainers and fees that are paid to non-employee directors for their service on the boards of directors. Directors do not receive fees for service on Board committees. Directors do not receive any compensation for their service on the board of directors of the MHC.

Board of Directors of Bank:

Monthly Retainer for all Board Members \$1,050

Board of Directors of Company:

Quarterly Retainer for all Board Members \$1,050

Voluntary Deferred Compensation Plan. Ottawa Savings Bank maintains a voluntary deferred compensation plan for its directors. A participant may elect to defer all or part of his or her compensation earned in the calendar year following the participant's election. Ottawa Savings Bank credits amounts deferred by a participant to an account for the participant. The deferred amounts are deemed to be invested in investments or investment funds designated as available from time to time. To the extent alternative deemed investment vehicles are available, participants may direct the investment of all or a portion of the amounts deferred among the investments or investment funds. Participants are fully vested in all deferred amounts at all time.

At the time of the initial deferral election, the participant must designate the manner for the payment of the deferred amounts. Payments under the plan commence upon the first to occur of the following: (i) the termination of the participant's service as a director; (ii) a change in control of Ottawa Savings Bank; (iii) an unforeseeable emergency suffered by the participant; or (iv) the participant's death. Participants may elect to further defer a payment or change the form of a payment, so long as certain additional requirements are met.

The form of payment of deferred amounts is designated by the participant at the time of the initial deferral election and may be in the form of: (i) a lump sum; (ii) a number of quarterly or annual installments; (iii) one or more forms of an annuity; or (iv) a designated dollar amount or percentage of the participant's account.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who own more than 10% of any registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Executive officers, directors and greater than 10% shareholders are required by regulation to furnish the Company with copies of all Section 16(a) reports they file.

Based solely on its review of the copies of the reports it has received and written representations provided to the Company from the individuals required to file the reports, the Company believes that each of its executive officers and directors has complied with applicable reporting requirements for transactions in Ottawa Savings Bancorp common stock during the year ended December 31, 2011.

Policies and Procedures for Approval of Related Persons Transactions

We maintain a Policy and Procedures Governing Related Person Transactions, which is a written policy and set of procedures for the review and approval or ratification of transactions involving related persons. Under the policy, related persons consist of directors, director nominees, executive officers, persons or entities known to us to be the beneficial owner of more than five percent of any outstanding class of the voting securities of the Company, or immediate family members or certain affiliated entities of any of the foregoing persons.

Transactions covered by the policy consist of any financial transaction, arrangement or relationship or series of similar transactions, arrangements or relationships, in which:

- the aggregate amount involved will or may be expected to exceed \$25,000 in any calendar year;
- the Company is, will, or may be expected to be a participant; and
- any related person has or will have a direct or indirect material interest.

The policy excludes certain transactions, including:

- any compensation paid to an executive officer of the Company if the Compensation Committee of the Board approved (or recommended that the Board approve) such compensation;
- any compensation paid to a director of the Company if the Board or an authorized committee of the Board approved such compensation; and
- any transaction with a related person involving consumer and investor financial products and services provided in the ordinary course of the Company's business and on substantially the same terms as those prevailing at the time for comparable services provided to unrelated third parties or to the Company's employees on a broad basis (and, in the case of loans, in compliance with the Sarbanes-Oxley Act of 2002).

Related person transactions will be approved or ratified by the Audit Committee. In determining whether to approve or ratify a related person transaction, the Audit Committee will consider all relevant factors, including:

- whether the terms of the proposed transaction are at least as favorable to the Company as those that might be achieved with an unaffiliated third party;
- the size of the transaction and the amount of consideration payable to the related person;
- the nature of the interest of the related person;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods and services to the Company that are available from unaffiliated third parties.

A member of the Audit Committee who has an interest in the transaction will abstain from voting on approval of the transaction, but may, if so requested by the chair of the Audit Committee, participate in some or all of the discussion.

Transactions with Related Persons

The Sarbanes-Oxley Act generally prohibits loans by the Bank to its executive officers and directors. However, the Sarbanes-Oxley Act contains a specific exemption from such prohibition for loans by the Bank to its executive officers and directors in compliance with federal banking regulations. Federal regulations require that all loans or extensions of credit to executive officers and directors of insured institutions must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and must not involve more than the normal risk of repayment or present other unfavorable features. Ottawa Savings Bank is therefore prohibited from making any new loans or extensions of credit to executive officers and directors at different rates or terms than those offered to the general public. Notwithstanding this rule, federal regulations permit the Bank to make loans to executive officers and directors at reduced interest rates if the loan is made under a benefit program generally available to all other employees and does not give preference to any executive officer or director over any other employee.

In accordance with banking regulations, the Board of Directors reviews all loans made to a director or executive officer in an amount that, when aggregated with the amount of all other loans to such person and his or her related interests, exceed the greater of \$25,000 or 5% of Ottawa Savings Bancorp's capital and surplus (up to a maximum of \$500,000) and such loan must be approved in advance by a majority of the disinterested members of the Board of Directors. Additionally, pursuant to the Company's Code of Ethics and Business Conduct, all executive officers and directors of the Company must disclose any existing or emerging conflicts of interest to the President and Chief Executive Officer of the Company. Such potential conflicts of interest include, but are not limited to, the following: (i) the Company conducting business with or competing against an organization in which a family member of an executive officer or director has an ownership or employment interest; and (ii) the ownership of more than 1% of the outstanding securities (or that represents more than 5% of the total assets of the employee and/or family member) of any business entity that does business with or is in competition with the Company.

Shareholder Proposals and Nominations

The Company must receive proposals that shareholders seek to have included in the proxy statement for the Company's next annual meeting no later than December 13, 2012. If next year's annual meeting is held on a date more than 30 calendar days from May 16, 2012, a shareholder proposal must be received by a reasonable time before the Company begins to print and mail its proxy solicitation materials. Any shareholder proposals will be subject to the requirements of the proxy rules adopted by the Securities and Exchange Commission.

The Company's Bylaws provide that in order for a shareholder to make nominations for the election of directors or proposals for business to be brought before a meeting of shareholders, a shareholder must deliver written notice of such nominations and/or proposals to the Corporate Secretary not less than 30 days before the date of the meeting; provided that if less than 40 days notice or prior public disclosure of the meeting is given or made to shareholders, such notice must be delivered not later than the close of the tenth day following the day on which notice of the meeting was mailed to shareholders or such public disclosure was made.

Shareholder Communications

The Company encourages shareholder communications to the Board of Directors and/or individual directors. Shareholders who wish to communicate with the Board of Directors or an individual director should send their communications to the care of Laurie Duffell, Assistant Corporate Secretary, Ottawa Savings Bancorp, Inc., 925 LaSalle Street, Ottawa, Illinois 61350. Communications regarding financial or accounting policies should be sent to the attention of the Chairperson of the Audit Committee. All other communications should be sent to the attention of the Chairperson of the Nominating and Corporate Governance Committee.

Miscellaneous

The Company will pay the cost of this proxy solicitation. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of the Company. In addition to soliciting proxies by mail, directors, officers and regular employees of the Company may solicit proxies personally or by telephone. None of these persons will receive additional compensation for these activities.

If you and others who share your address own your shares in “street name,” your broker or other holder of record may be sending only one annual report and proxy statement to your address. This practice, known as “householding,” is designed to reduce our printing and postage costs. However, if a shareholder residing at such an address wishes to receive a separate annual report or proxy statement in the future, he or she should contact the broker or other holder of record. If you own your shares in “street name” and are receiving multiple copies of our annual report and proxy statement, you can request householding by contacting your broker or other holder of record.

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Ottawa Savings Bancorp, Inc.



ANNUAL REPORT 2011



Ottawa Savings Bancorp, Inc.

April 16, 2012

Dear Shareholders:

As Ottawa Savings Bancorp, Inc. enters its eighth year, and Ottawa Savings Bank enters its 141st year serving Ottawa and the surrounding LaSalle County communities, our mission to help local families and small businesses to realize their financial goals has remained the same. While we acknowledge that much has changed over the years, and that the last few years in particular have been challenging for us, Ottawa Savings Bank has persevered through economic ups and downs for the last 140 years and we remain committed to continuing that record. As part of this commitment, we have renewed our focus on serving the needs of the local community with initiatives to reduce costly out-of-market deposits and by limiting opportunities to increase non-residential and multi-family lending to the Bank's primary market area.

While some segments of the economy have improved since 2010, improvement in our local economy still lags behind what is happening on national and state levels. Unfortunately, unemployment in LaSalle County remains higher than state and national levels and real estate values continue to be slow to recover. This combination has been difficult for some of our customers and caused significant losses in our loan portfolio. Along with the current economic challenges, we continue to face increasing costs of compliance with regulatory and reporting mandates such as those included in the Dodd-Frank legislation.

Despite the losses we have sustained in our loan portfolio and to our bottom line over the last two years, we continue to maintain a strong balance sheet, continue to increase net interest margin, and continue to maintain a strong efficiency ratio that we anticipate will help us weather these uncertain economic times. Furthermore, in an effort to preserve capital, on August 18, 2011, our Company's Board of Directors voted to suspend the cash dividend on the Company's common stock. While this was a difficult decision to make, the Board believes that it was appropriate given the economic climate in which we are operating.

While, we understand that the economy is complex and affected by statewide, nationwide and global events that may be beyond our control. We are committed to focusing on the business principles that we can control, the ones that have sustained us through the economic cycles of the past 140 years: adhering to conservative underwriting standards; providing great customer service; and offering our customers and our community a broad range of financial products and services designed to meet and exceed their needs and expectations.

On behalf of our directors, officers and employees, we, as fellow shareholders, appreciate your ownership in and continued support of the Company.

Sincerely,

Jon Kranov
Chairman, President and Chief Executive Officer
Ottawa Savings Bancorp, Inc.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For transition period from

to

Commission File Number 0-51367

OTTAWA SAVINGS BANCORP, INC.

(Exact Name of Registrant as Specified in Charter)

United States
(State or other Jurisdiction
of Incorporation)

925 LaSalle Street, Ottawa, Illinois
(Address of Principal Executive Offices)

20-3074627
(I.R.S. Employer
Identification No.)

61350
(Zip Code)

SEC
Mail Processing
Section

Registrant's telephone number, including area code: (815) 433-2525

MAY 17 2012

Securities registered pursuant to Section 12(b) of the Act:

None

Washington, DC
121

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, Par Value \$0.01 per share

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒.

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☐

Accelerated Filer ☐

Non-Accelerated filer ☐ (do not check if a smaller reporting company)

Smaller Reporting Company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒.

As of June 30, 2011, the aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately \$6,040,751 (based on the last sale price of the common stock on the OTC Bulletin Board of \$7.84 per share).

The number of shares of Common Stock of the registrant issued and outstanding as of March 28, 2012 was 2,117,979.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2012 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to SEC Regulation 14A are incorporated by reference into Part III.

OTTAWA SAVINGS BANCORP, INC.

Form 10-K for Fiscal Year Ended

December 31, 2011

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PART I

Forward-Looking Statements

This report includes forward-looking statements, including statements regarding our strategy, effectiveness of investment programs, evaluations of future interest rate trends and liquidity, expectations as to growth in assets, deposits and results of operations, future operations, market position, financial position, and prospects, plans and objectives of management. These forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, can generally be identified by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project,” or similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain and actual results may differ materially from those predicted in such forward-looking statements. A number of factors, some of which are beyond our ability to predict or control, could cause future results to differ materially from those contemplated. These factors include but are not limited to: recent and future bail out actions by the government; a further slowdown in the national and Illinois economies; a further deterioration in asset values locally and nationwide; volatility of rate sensitive deposits; changes in the regulatory environment; increasing competitive pressure in the banking industry; operational risks; asset/liability matching risks and liquidity risks; continued access to liquidity sources; changes in the securities markets; changes in our borrowers’ performance on loans; changes in critical accounting policies and judgments; changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies; changes in the equity and debt securities markets; effect of additional provision for loan losses; fluctuations of our stock price; success and timing of our business strategies; impact of reputation risk created by these developments on such matters as business generation and retention, funding and liquidity; and political developments, wars or other hostilities that may disrupt or increase volatility in securities or otherwise affect economic conditions. The consequences of these factors, any of which could hurt our business, could include, among others: increased loan delinquencies; an escalation in problem assets and foreclosures; a decline in demand for our products and services; a reduction in the value of the collateral for loans made by us, especially real estate, which, in turn would likely reduce our customers’ borrowing power and the value of assets and collateral associated with our existing loans; a reduction in the value of certain assets held by our company; an inability to meet our liquidity needs and an inability to engage in certain lines of business. These risks and uncertainties should be considered in evaluating forward-looking statements, and undue reliance should not be placed on such statements. Except to the extent required by applicable law or regulation the Company does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statements are made. See also “Item 1A. Risk Factors” and other risk factors discussed elsewhere in this Annual Report.

ITEM 1. BUSINESS

General

Ottawa Savings Bancorp, Inc. (the “Company”) was incorporated under the laws of the United States on July 11, 2005, for the purpose of serving as the holding company of Ottawa Savings Bank (the “Bank”), as part of the Bank’s conversion from a mutual to a stock form of organization. The Company is a publicly traded banking company with assets of \$182.9 million at year-end 2011 and is headquartered in Ottawa, Illinois.

In 2005, the Board of Directors of the Bank unanimously adopted a plan of conversion providing for the conversion of the Bank from an Illinois chartered mutual savings bank to a federally chartered stock savings bank and the purchase of all of the common stock of the Bank by the Company. The depositors of the Bank approved the plan at a meeting held in 2005.

In adopting the plan, the Board of Directors of the Bank determined that the conversion was advisable and in the best interests of its depositors and the Bank. The conversion was completed in 2005 when the Company issued 1,223,701 shares of common stock to Ottawa Savings Bancorp MHC (a mutual holding company), and 1,001,210 shares of common stock to the public. As of December 31, 2011, Ottawa Savings Bancorp MHC holds 1,223,701 shares of common stock, representing 57.8% of the Company’s common shares outstanding.

The Bank's business is to attract deposits from the general public and use those funds to originate and purchase one-to-four family, multi-family and non-residential real estate, construction, commercial and consumer loans, which the Bank primarily holds for investment. The Bank has continually diversified its products to meet the needs of the community.

Business Strategy

The Company's business strategy is to operate as a well-capitalized and profitable community savings bank dedicated to providing quality customer service and innovative new products. The Bank operates in a building with 21,000 square feet of office space, five drive-up lanes, and a separate ATM drive-up to provide quality customer service to customers in the community.

Highlights of our business strategy are as follows:

- Continue to emphasize the origination of one-to four-family mortgage loans;
- Aggressively market core deposits;
- Offer a broad range of financial products and services to both retail and commercial customers in the Bank's market area;
- Pursue opportunities to increase non-residential real estate and multi-family lending in the Bank's market area;
- Continue to utilize conservative underwriting guidelines to limit credit risk in the Bank's loan portfolio to achieve a high level of asset quality; and
- Consider expanding into new market areas to grow the Bank's business through the addition of new branch locations and/or through possible acquisitions.

Market Area and Competition

The Company is headquartered in Ottawa, Illinois, which is located in north-central Illinois approximately 80 miles southwest of Chicago. Its market area, which benefits from its proximity to Chicago, includes all of LaSalle County.

The Bank faces significant competition for the attraction of deposits and origination of loans. Our most direct competition for deposits and loans has historically come from the several financial institutions operating in our market area and, to a lesser extent, from other financial service companies, such as brokerage firms, credit unions, mortgage companies and mortgage brokers. Our main competitors include a number of significant independent banks. In addition, the Bank faces competition for investors' funds from money market funds and other corporate and government securities. Competition for loans also comes from the increasing number of non-depository financial service companies entering the mortgage and consumer credit market, such as securities companies and specialty finance companies. The Bank believes that its long-standing presence in Ottawa, Illinois and its personal service philosophy enhances its ability to compete favorably in attracting and retaining individual and business customers. The Company actively solicits deposit-related customers and competes for deposits by offering customers personal attention, professional service and competitive interest rates.

Lending Activities

General. Our loan portfolio consists primarily of one-to-four family residential mortgage loans. To a lesser extent, our loan portfolio includes multi-family and non-residential real estate, commercial, construction and consumer loans. Substantially all of our loans are made within LaSalle County.

Loan Portfolio Composition. The following table sets forth the composition of our loan portfolio by type of loan as of the dates indicated, including a reconciliation of gross loans receivable after consideration of the undisbursed portion of construction loan funds, the allowance for loan losses and net deferred costs (fees).

	At December 31,									
	2011		2010		2009		2008		2007	
	Amount	Percent Of Total	Amount	Percent Of Total	Amount	Percent Of Total	Amount	Percent Of Total	Amount	Percent Of Total
(Dollars in Thousands)										
One-to-four family	\$ 80,334	60.41%	\$ 82,442	58.75%	\$ 89,595	58.76%	\$100,057	62.83%	\$ 96,571	59.74%
Multi-family	5,580	4.20%	6,237	4.44%	5,512	3.62%	3,809	2.39%	5,542	3.43%
Lines of credit	14,219	10.69%	15,325	10.92%	14,540	9.54%	13,300	8.35%	9,632	5.96%
Non-residential real estate	20,058	15.08%	20,362	14.51%	21,841	14.33%	22,473	14.11%	27,748	17.17%
Commercial	5,965	4.49%	9,795	6.98%	10,528	6.90%	4,367	2.75%	2,600	1.61%
Construction	982	0.74%	531	0.38%	3,858	2.53%	5,158	3.24%	8,138	5.03%
Consumer	5,832	4.39%	5,637	4.02%	6,592	4.32%	10,081	6.33%	11,404	7.06%
Total loans, gross	<u>132,970</u>	<u>100.00%</u>	<u>140,329</u>	<u>100.00%</u>	<u>152,466</u>	<u>100.00%</u>	<u>159,245</u>	<u>100.00%</u>	<u>161,635</u>	<u>100.00%</u>
Undisbursed portion of loan funds	(171)		(178)		(152)		(1,114)		(3,262)	
Allowance for loan losses	(4,747)		(4,703)		(3,515)		(1,605)		(605)	
Deferred loan costs (fees), net	(80)		(97)		(99)		(82)		(66)	
Total loans, net	<u>\$127,972</u>		<u>\$135,351</u>		<u>\$148,700</u>		<u>\$156,444</u>		<u>\$157,702</u>	

Listed below are the outstanding balances of purchased loans, which have been included in the table above.

	At December 31,				
	2011	2010	2009	2008	2007
	(In Thousands)				
One-to-four family	\$ 754	\$ 796	\$ 668	\$ 703	\$ 737
Multi-family	2,405	2,465	1,797	1,821	3,545
Non-residential real estate	3,353	5,399	6,717	7,661	13,203
Consumer	5,179	4,658	5,017	8,067	9,286
Total	<u>\$11,691</u>	<u>\$13,318</u>	<u>\$14,199</u>	<u>\$18,252</u>	<u>\$26,771</u>

Maturity of Loan Portfolio. The following tables show the remaining contractual maturity of our loans at December 31, 2011. The tables do not include the effect of possible prepayments or due on sale clause payments.

At December 31, 2011

	One-to-four family	Multi-family	Lines of credit	Non-residential real estate	Commercial	Construction	Consumer	Total
	(In Thousands)							
Amounts due one year or less	\$ 669	\$ —	\$ 5,560	\$ 3,004	\$ 43	\$982	\$ 363	\$ 10,621
After one year								
More than one year to three years	857	2,412	576	1,906	1,364	—	1,533	8,648
More than three years to five years	681	—	768	24	3,138	—	2,193	6,804
More than five years to ten years	4,728	661	3,596	1,613	750	—	1,652	13,000
More than ten years to twenty years	24,764	1,490	3,719	7,299	670	—	91	38,033
More than twenty years	48,635	1,017	—	6,212	—	—	—	55,864
Total due after December 31, 2012	79,665	5,580	8,659	17,054	5,922	—	5,469	122,349
Gross Loans Receivable	<u>\$80,334</u>	<u>\$5,580</u>	<u>\$14,219</u>	<u>\$20,058</u>	<u>\$5,965</u>	<u>\$982</u>	<u>\$5,832</u>	<u>\$132,970</u>
Less:								
Undisbursed portion of loan funds								(171)
Allowance for loan losses								(4,747)
Deferred loan costs (fees)								(80)
Total loans, net								<u>\$127,972</u>

Due After December 31, 2012

	Fixed	Adjustable	Total
	(In Thousands)		
One-to-four family	\$39,766	\$39,899	\$ 79,665
Multi-family	1,644	3,936	5,580
Lines of credit	—	8,659	8,659
Non-residential real estate	4,272	12,782	17,054
Commercial	4,020	1,902	5,922
Consumer	5,469	—	5,469
Total	<u>\$55,171</u>	<u>\$67,178</u>	<u>\$122,349</u>

Asset Quality. Although we have no subprime or Alt-A loans in our loan portfolio, and no subprime or Alt-A backed issues among our securities, the subprime crisis may affect us indirectly, albeit to a lesser extent than it will likely impact those banks and thrifts that produced and retained significant portfolios of such loans and securities. While we believed that the nature of our one-to-four family lending niche and the conservative nature of our underwriting standards would limit the impact of the downward turn in the credit cycle on the quality of our assets—particularly in comparison with those institutions that were involved in subprime and Alt-A lending—the downturn in the credit cycle resulted in our experiencing additional charge-offs and/or provisions for loan losses, which impacted our results of operations.

One- to-Four Family Residential Loans. Our primary lending activity is the origination of mortgage loans to enable borrowers to purchase or refinance existing homes or to construct new residential dwellings in our market area. We offer fixed-rate and adjustable-rate mortgage loans with terms up to 30 years. Borrower demand for adjustable-rate loans versus fixed-rate loans is a function of the level of interest rates, the expectations of changes in the level of interest rates, the difference between the interest rates and loan fees offered for fixed-rate mortgage loans and the initial period interest rates and loan fees for adjustable-rate loans. The relative amount of fixed-rate mortgage loans and adjustable-rate mortgage loans that can be originated or purchased at any time is largely determined by the demand for each in a competitive environment and the effect each has on our interest rate risk. The loan fees charged, interest rates, and other provisions of mortgage loans are determined by us on the basis of our own pricing criteria and competitive market conditions.

We offer fixed rate loans with terms of either 15, 20 or up to 30 years. We traditionally sell 30-year fixed rate loans into the secondary market, resulting in a fixed rate loan portfolio primarily composed of loans with less than 15 to 20 year terms. Our adjustable-rate mortgage loans are based on either a 15, 20 or up to 30 year amortization schedule and interest rates and payments on our adjustable-rate mortgage loans adjust every one, three or five years. Interest rates and payments on our adjustable-rate loans generally are adjusted to a rate that is based on the National Monthly Median cost of funds ratio for all Deposit Insurance Fund ("DIF")-insured institutions. The maximum amount by which the interest rate may be increased or decreased is generally 1% to 2% per adjustment period, depending on the type of loan, and the lifetime interest rate ceiling is generally 5% over the initial interest rate of the loan. The initial and floor rates for owner occupied properties are 3.25%, 3.75% and 4.25% for the one, three and five year adjustable rate loans, respectively, and 4.25%, 4.75% and 5.25% for non-owner occupied one-to-four family properties, respectively, at this time. The initial and floor rates on multi-family and non-residential properties are generally based on the National Monthly Median cost of funds plus a spread with the initial rate and floor rates ranging from 4.25% to 5.25%, respectively.

Due to historically low interest rate levels, borrowers generally have preferred fixed-rate loans in recent years. While we anticipate that our adjustable-rate loans will better offset the adverse effects on our net interest income of an increase in interest rates as compared to fixed-rate mortgages, the increased mortgage payments required of adjustable-rate loans in a rising interest rate environment could cause an increase in delinquencies and defaults. The marketability of the underlying property also may be adversely affected in a high interest rate environment. In addition, although adjustable-rate mortgage loans help make our asset base more responsive to changes in interest rates, the extent of this interest rate sensitivity is limited by the annual and lifetime interest rate adjustment limits.

While one-to-four family residential real estate loans are normally originated with up to 30-year terms, such loans typically remain outstanding for substantially shorter periods because borrowers often prepay their loans in full upon sale of the property pledged as security or upon refinancing the original loan. Therefore, average loan maturity is a function of, among other factors, the level of purchase and sale activity in the real estate market, prevailing interest rates and the interest rates payable on outstanding loans.

We originate loans to individuals and purchase loans that finance the construction of residential dwellings for personal use. Our construction loans generally provide for the payment of interest only during the construction phase, which is usually ten months. At the end of the construction phase, most of our loans automatically convert to permanent mortgage loans. Construction loans generally can be made with a maximum loan to value ratio of 80% of the appraised value with maximum terms of 30 years. The largest outstanding residential construction loan at December 31, 2011 was \$348,000, of which \$208,600 was disbursed. We also require periodic inspections of the property during the term of the construction.

We generally do not make conventional loans with loan-to-value ratios exceeding 80%. Loans with loan-to-value ratios in excess of 80% generally require private mortgage insurance, government guarantee or additional collateral. We require all properties securing mortgage loans to be appraised by an independent appraiser approved by our Board of Directors and licensed by the State of Illinois. We require title insurance on all first mortgage loans. Borrowers must obtain hazard insurance, or flood insurance for loans on property located in a flood zone, before closing the loan.

We participate with the USDA Rural Development Company to offer loans to qualifying customers. Loans are granted up to 100% of appraised value and the USDA guarantees up to 90% of the loan. These loans require no down payment but are subject to maximum income limitations.

Lines of Credit. We offer lines of credit, principally home equity lines of credit, which have adjustable rates of interest that are indexed to the prime rate as published in *The Wall Street Journal* for terms of up to 15 years. These loans are originated with maximum loan-to-value ratios of 80% of the appraised value of the property, and we require that we have a second lien position on the property. We also offer secured and unsecured lines of credit for well-qualified individuals and small businesses. Management includes these loans based on the collateral supporting the line of credit in either the non-residential, multi-family, commercial or one-to-four family categories for the purposes of monitoring and evaluating the portfolio.

Multi-Family and Non-Residential Real Estate Loans. We offer fixed rate balloon and adjustable-rate mortgage loans secured by multi-family and non-residential real estate. Our multi-family and non-residential real estate loans are generally secured by condominiums, apartment buildings, single-family subdivisions and owner-occupied properties used for businesses.

We originate and purchase multi-family and non-residential real estate loans with terms generally up to 25 years. Interest rates and payments on adjustable-rate loans adjust every one, three and five years. Interest rates and payments on our adjustable rate loans generally are adjusted to a rate typically equal to the interest rate used for one- to- four family loan products, plus 50 basis points to 100 basis points based on credit-worthiness and risk. The adjustment per period is 1% to 2% based on the loan contract, to a lifetime cap of 5%. Loan amounts generally do not exceed 70% of the appraised value for well-qualified borrowers.

We originate and purchase land loans to individuals on approved residential building lots for personal use for terms of up to 15 years and to a maximum loan to value ratio of 80% of the appraisal value. Our land loans are adjustable loans with adjustments occurring every one, three and five years, based on the original contract. Interest rate adjustments are based on the National Monthly Median cost of funds plus a spread. For adjustable loans in this class, the loans generally have a floor ranging from the initial rate up to 5.25%.

We also make non-residential loans for commercial development projects including condominiums, apartment buildings, single-family subdivisions, single-family speculation loans, as well as owner-occupied properties used for business. These loans provide for payment of interest only during the construction phase and may, in the case of an apartment or commercial building, convert to a permanent mortgage loan. In the case of a single family subdivision or construction or builder loan, as individual lots are sold, the principal balance is reduced by a minimum of 80% of the net lot sales price. In the case of a commercial construction loan, the construction period may be from nine months to two years. Loans are generally made to a maximum of 70% of the appraised value as determined by an appraisal of the property made by an independent licensed appraiser. We also require periodic inspections of the property during the term of the construction loan. The largest non-residential loan at December 31, 2011 was \$2.2 million, of which \$2.2 million was disbursed. For adjustable loans in this category, there generally is an interest rate floor ranging from 3.75% to 6.00%.

Loans secured by multi-family and non-residential real estate generally have larger balances and involve a greater degree of risk than one-to-four family residential mortgage loans. Of primary concern in multi-family and non-residential real estate lending is the borrower's credit-worthiness and the feasibility and cash flow potential of the project. Payments on loans secured by income producing properties often depend on successful operation and management of the properties. As a result, repayment of such loans may be subject, to a greater extent than residential real estate loans, to adverse conditions in the real estate market or the economy. In reaching a decision on whether to make a multi-family or non-residential real estate loan, we consider the net operating income of the property, the borrower's expertise, credit history and profitability, and the value of the underlying property.

Commercial Loans. These loans consist of operating lines of credit secured by general business assets and equipment. We loan primarily to businesses with less than \$5,000,000 in annual revenues. The operating lines of

credit are generally short term in nature with interest rates tied to short term rates and adjustments occurring daily, monthly, or quarterly based on the original contract. For adjustable loans, there is an interest rate floor built in to them ranging from 3.75% to 6.00%. The equipment loans are typically made with maturities of less than five years and are priced with a fixed interest rate. The Bank has originated commercial loans from Bankers Healthcare Group in prior years. Bankers Healthcare Group specializes in loans to healthcare professionals of all specialties throughout the United States. These loans are primarily comprised of working capital and equipment loans. We underwrite these loans based on our criteria and service the loans in-house.

Consumer Loans. We offer a variety of consumer loans, which include auto, share loans and personal unsecured loans to our customer base and related individuals. Unsecured loans generally have a maximum borrowing limit of \$25,000 and a maximum term of four years.

The procedures for underwriting consumer loans include an assessment of the applicant's payment history on other debts and ability to meet existing obligations and payments on the proposed loans. Although the applicant's credit-worthiness is a primary consideration, the underwriting process also includes a comparison of the value of the collateral, if any, to the proposed loan amount.

Consumer loans may entail greater risk than do residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by assets that depreciate rapidly. In such cases, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections depend on the borrower's continuing financial stability, and therefore are more likely to be adversely affected by job loss, divorce, illness, or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws may limit the amount which can be recovered on such loans.

Purchased Auto Loans. The Bank purchases auto loans from regulated financial institutions. At December 31, 2011 and 2010, we had \$5.2 million and \$4.7 million of loans outstanding, respectively. These types of loans are primarily low balance individual auto loans. We have the opportunity to review the loans at least three days prior to our purchase and we have a right to refuse any specific loan within thirty days of the purchase of any given loan pool. During 2011, we purchased \$3.0 million of auto loans.

Loan Origination, Purchases and Sales. Loan originations come from a number of sources. The primary source of loan originations are our in-house loan originators, and to a lesser extent, advertising and referrals from customers. We occasionally purchase loans or participation interests in loans. As of December 31, 2011, we had an aggregate of \$11.7 million in purchased loan participations outstanding, including the auto loans purchased as discussed in the previous paragraph. The largest outstanding loan participation as of December 31, 2011 was \$1.1 million. This loan is currently in the process of being restructured as of December 31, 2011.

We sell some of the longer-term fixed-rate one-to-four family mortgage loans that we originate in the secondary market based on prevailing market interest rate conditions, an analysis of the composition and risk of the loan portfolio, liquidity needs and interest rate risk management goals. Generally, loans are sold without recourse and with servicing retained. We sold \$0.6 million and \$8.7 million of loans in the years ended December 31, 2011 and 2010, respectively. We occasionally sell participation interests in loans and may sell loan participations in the future.

The following table shows our loan originations, purchases, sales and repayment activities for the periods indicated.

	For The Years Ended December 31,				
	2011	2010	2009	2008	2007
	(In Thousands)				
Beginning balance, net	\$135,351	\$148,700	\$156,444	\$157,702	\$142,537
Loans originated					
One-to-four family	5,666	19,872	25,587	14,500	21,258
Multi-family	129	562	2,245	518	642
Lines of credit	1,799	530	5,315	2,664	618
Non-residential real estate	4,015	1,085	2,196	2,115	5,771
Commercial	335	8,287	7,738	2,514	2,131
Construction	982	668	710	1,799	8,118
Consumer	190	481	961	1,301	1,577
Total loans originated	13,116	31,485	44,752	25,411	40,115
Loans purchased					
One-to-four family	—	—	—	—	—
Multi-family	—	—	4	24	51
Non-residential real estate	—	—	895	744	2,348
Commercial	—	—	—	—	—
Consumer	3,050	2,003	—	1,800	4,420
Total loans purchased	3,050	2,003	899	2,568	6,819
Loan sales (1)	(598)	(8,713)	(14,772)	(2,785)	(3,148)
Principal payments	(22,927)	(36,912)	(37,658)	(27,584)	(29,018)
Change in allowance for loan losses	(44)	(1,188)	(1,910)	(1,000)	(185)
Change in undisbursed loan funds	7	(26)	962	2,148	633
Change in deferred loan costs (fees)	17	2	(17)	(16)	(51)
Ending balance, net	<u>\$127,972</u>	<u>\$135,351</u>	<u>\$148,700</u>	<u>\$156,444</u>	<u>\$157,702</u>

(1) All loan sales were one-to-four family loans.

Loan Approval Procedures and Authority. Our lending activities follow written, non-discriminatory underwriting standards and loan origination procedures established by our Board of Directors and management.

For one-to-four family loans and owner occupied residential loans, our President may approve loans up to \$400,000 and two members of our Board of Directors must approve loans over \$400,000. Residential loans and all commercial loans above \$400,000 up to \$1 million in the aggregate to any borrower(s) must be approved by a majority of our inside loan committee. This committee consists of our President, Vice President and our Commercial Banking Officer. For loans to any borrower(s) in the aggregate of more than \$1 million up to \$2 million, approval is required by a majority of our level two loan committee, which consists of the inside loan committee, one designated outside director and our Chairman of the Board. For loan requests above \$2 million in the aggregate to any borrower(s), approval is required by a majority of the Board of Directors level loan committee, which consists of the inside loan committee and the Bank's Board of Directors as a whole.

Loans to One Borrower. The maximum amount that we may lend to one borrower and the borrower's related entities is limited by regulation to generally 15% of our stated capital and reserves. At December 31, 2011, our regulatory maximum was \$3.1 million.

Loan Commitments. We issue commitments for fixed-rate and adjustable-rate mortgage loans conditioned upon the occurrence of certain events. Commitments to originate mortgage loans are legally binding agreements to lend to our customers and generally expire in 45 days.

Delinquencies. When a borrower fails to make a required loan payment, we take a number of steps to have the borrower cure the delinquency and restore the loan to current status. We make initial contact with the borrower when the loan becomes 10 days past due. If payment is not then received by the 30th day of delinquency, additional letters are sent and phone calls generally are made to the customer by the Vice President or President. When the loan becomes 60 days past due, we generally commence foreclosure proceedings against any real property that secures the loan or attempt to repossess any personal property that secures a consumer loan. If a foreclosure action is instituted and the loan is not brought current, paid in full, or refinanced before the foreclosure sale, the real property securing the loan generally is sold at foreclosure. We may consider loan workout arrangements with certain borrowers under certain circumstances.

Management informs the Board of Directors on a monthly basis of the amount of loans delinquent more than 60 days, all loans in foreclosure and all foreclosed and repossessed property that we own.

Delinquent Loans

The following table presents information with respect to the delinquent loans at the dates indicated.

	December 31, 2011					
	60-89 Days		90 Days or More		Total	
	Number of Loans	Principal Balance	(Dollars in Thousands) Number of Loans	Principal Balance	Number of Loans	Principal Balance
One-to-four family	3	\$ 849	25	\$2,459	28	\$3,308
Multi-family	—	—	1	305	1	305
Lines of credit	—	—	7	1,980	7	1,980
Non-residential real estate	1	57	5	709	6	766
Construction	—	—	—	—	—	—
Commercial	—	—	1	7	1	7
Consumer	2	43	2	5	4	48
Total	6	\$ 949	41	\$5,465	47	\$6,414

	December 31, 2010					
	60-89 Days		90 Days or More		Total	
	Number of Loans	Principal Balance	(Dollars in Thousands) Number of Loans	Principal Balance	Number of Loans	Principal Balance
One-to-four family	9	\$1,948	31	\$3,622	40	\$5,570
Multi-family	—	—	—	—	—	—
Lines of credit	4	228	6	401	10	629
Non-residential real estate	2	184	8	1,248	10	1,432
Construction	—	—	—	—	—	—
Commercial	—	—	1	20	1	20
Consumer	3	23	—	—	3	23
Total	18	\$2,383	46	\$5,291	64	\$7,674

December 31, 2009						
	60-89 Days		90 Days or More		Total	
	Number of Loans	Principal Balance	(Dollars in Thousands) Number of Loans	Principal Balance	Number of Loans	Principal Balance
One-to-four family	11	\$ 777	26	\$3,856	37	\$4,633
Multi-family	—	—	—	—	—	—
Lines of credit	2	139	6	248	8	387
Non-residential real estate	2	153	7	2,020	9	2,173
Construction	—	—	—	—	—	—
Consumer	2	1	3	25	5	26
Total	17	\$1,070	42	\$6,149	59	\$7,219

December 31, 2008						
	60-89 Days		90 Days or More		Total	
	Number of Loans	Principal Balance	(Dollars in Thousands) Number of Loans	Principal Balance	Number of Loans	Principal Balance
One-to-four family	21	\$1,550	31	\$3,534	52	\$5,084
Multi-family	—	—	2	453	2	453
Lines of credit	1	48	5	73	6	121
Non-residential real estate	7	1,550	2	1,188	9	2,738
Construction	1	54	—	—	1	54
Consumer	7	70	5	32	12	102
Total	37	\$3,272	45	\$5,280	82	\$8,552

December 31, 2007						
	60-89 Days		90 Days or More		Total	
	Number of Loans	Principal Balance	(Dollars in Thousands) Number of Loans	Principal Balance	Number of Loans	Principal Balance
One-to-four family	17	\$1,405	18	\$1,303	35	\$2,708
Lines of credit	2	58	6	353	8	411
Non-residential real estate	1	146	3	1,159	4	1,305
Construction	1	204	—	—	1	204
Consumer	8	22	9	89	17	111
Total	29	\$1,835	36	\$2,904	65	\$4,739

Classified Assets. Federal Deposit Insurance Corporation regulations and our Asset Classification Policy provide that loans and other assets considered to be of lesser quality be classified as “substandard,” “doubtful” or “loss” assets. An asset is considered “substandard” if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. “Substandard” assets include those characterized by the “distinct possibility” that the institution will sustain “some loss” if the deficiencies are not corrected. Assets classified as “doubtful” have all of the weaknesses inherent in those classified “substandard,” with the added characteristic that the weaknesses present make “collection or liquidation in full,” on the basis of currently existing facts, conditions and values, “highly questionable and improbable.” Assets classified as “loss” are those considered “uncollectible” and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. We classify an asset as “special mention” if the asset has a potential weakness that warrants management’s close attention. While such assets are not impaired, management has concluded that if the potential weakness in the asset is not addressed, the value of the asset may deteriorate, adversely affecting the repayment of the asset. Loans classified as impaired for financial reporting purposes are generally those loans classified as substandard or doubtful for regulatory reporting purposes.

An insured institution is required to establish allowances for loan losses in an amount deemed prudent by management for loans classified substandard or doubtful, as well as for other problem loans. General allowances represent loss allowances which have been established to recognize the inherent losses associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. When an insured institution classifies problem assets as "loss," it is required either to establish a specific allowance for losses equal to 100% of the amount of the asset so classified or to charge off such amount. An institution's determination as to the classification of its assets and the amount of its valuation allowances is subject to review by the Office of the Comptroller of the Currency ("OCC").

On the basis of management's review of its assets, at December 31, 2011 and 2010, we had classified \$4.9 million and \$8.2 million, respectively, of our assets as special mention and \$10.3 million and \$15.7 million, respectively, of our assets as substandard. We had classified none of our assets as doubtful at December 31, 2011 and December 31, 2010. There were no assets classified as loss for the years ended December 31, 2011 or 2010. The loan portfolio is reviewed on a regular basis to determine whether any loans require classification in accordance with applicable regulations. Not all classified assets constitute non-performing assets.

As the economic downturn continued in our market during 2011 and foreclosures and liquidations as a manner of reducing non-performing assets proved costly, the Company initiated a restructuring process with respect to certain non-performing loans that provided for restructuring of the terms of the loan due to economic or legal reasons related to the borrower's financial difficulties. Troubled debt restructurings are considered to be non-performing, except for those that have established a sufficient performance history (generally a minimum of six consecutive months of performance) under the terms for the restructured loan. At December 31, 2011, 15 loans (with aggregate balances of \$4.1 million) of our 72 substandard loans (with aggregate balances of \$10.3 million) were considered troubled debt restructurings and were included in nonperforming assets. At December 31, 2010, 18 loans (with aggregate balances of \$4.9 million) of our 82 substandard loans (with aggregate balances of \$15.7 million) were considered troubled debt restructurings and were included in nonperforming assets.

The following table shows the amounts and relevant ratios of nonperforming assets for the periods indicated:

	December 31,				
	2011	2010	2009	2008	2007
	(In Thousands)				
Non-accrual:					
One-to-four family	\$6,755	\$4,023	\$3,856	\$3,534	\$1,303
Multi-family	305	—	—	453	—
Non-residential real estate	1,566	1,248	2,020	1,188	1,159
Commercial	7	20	—	—	—
Consumer	14	—	25	32	89
Total non-accrual loans	8,647	5,291	5,901	5,207	2,551
Past due greater than 90 days and still accruing:					
One-to-four family	36	—	—	—	—
Lines of credit	—	—	248	73	353
Total nonperforming loans	8,683	5,291	6,149	5,280	2,904
Foreclosed real estate	542	1,334	833	95	108
Total nonperforming assets	<u>\$9,225</u>	<u>\$6,625</u>	<u>\$6,982</u>	<u>\$5,375</u>	<u>\$3,012</u>

	December 31,				
	2011	2010	2009	2008	2007
Ratios					
Allowance for loan losses as a percent of gross loans receivable	3.57%	3.35%	2.31%	1.01%	0.37%
Allowance for loan losses as a percent of total nonperforming loans	54.67%	88.89%	57.16%	30.40%	20.83%
Nonperforming loans as a percent of gross loans receivable	6.53%	3.77%	4.03%	3.32%	1.80%
Nonperforming loans as a percent of total assets	4.75%	2.71%	3.06%	2.55%	1.40%
Nonperforming assets as a percent of total assets	5.04%	3.40%	3.48%	2.61%	1.45%

The total amount of non-accrual loans increased to \$8.6 million from \$5.3 million for the years ended December 31, 2011 and 2010, respectively. Total non-performing loans consist of 58 loans to 31 borrowers. For the years ended December 31, 2011 and 2010, gross interest income of \$326,000 and \$281,000, respectively, would have been recorded had the non-accrual loans at the end of the period been on accrual status throughout the period. We recognized no interest income on these loans.

Allowance for Loan Losses

Our allowance for loan losses is maintained at a level necessary to absorb loan losses which are both probable and reasonably estimable. Management, in determining the allowance for loan losses, considers the losses inherent in its loan portfolio and changes in the nature and volume of loan activities, along with the general economic and real estate market conditions. We utilize a two-tier approach: (1) identification of impaired loans and establishment of specific loss allowances on such loans; and (2) establishment of general valuation allowances on the remainder of our loan portfolio. We maintain a loan review system, which allows for a periodic review of our loan portfolio and the early identification of potential impaired loans. Such system takes into consideration, among other things, delinquency status, size of loans, type and market value of collateral and financial condition of the borrowers. Specific loan loss allowances are established for identified losses based on a review of such information. A loan evaluated for impairment is considered to be impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. All loans identified as impaired are evaluated independently. We do not aggregate such loans for evaluation purposes. Loan impairment is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. General loan loss allowances are based upon a combination of factors including, but not limited to management's judgment and losses which are probable and reasonably estimable. The allowance is increased through provisions charged against current earnings, and offset by recoveries of previously charged-off loans. Loans which are determined to be uncollectible are charged against the allowance. Management uses available information to recognize probable and reasonably estimable loan losses, but future loss provisions may be necessary based on changing economic conditions. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual status. Should full collection of principal be expected, cash collected on nonaccrual loans can be recognized as interest income. The allowance for loan losses as of December 31, 2011 is maintained at a level that represents management's best estimate of losses inherent in the loan portfolio, and such losses were both probable and reasonably estimable. In addition, the OCC, as an integral part of its examination process, periodically reviews our allowance for loan losses.

Allowance for Loan Losses. The following table analyzes changes in the allowance for the periods indicated.

	2011	Year Ended December 31,			2007
		2010	2009	2008	
		(Dollars in Thousands)			
Balance at beginning of year	\$4,703	\$3,515	\$1,605	\$ 605	\$ 420
Charge-offs:					
One-to-four family	1,666	821	360	63	—
Multi-family	250	—	—	—	—
Non-residential real estate	3,224	952	773	—	—
Commercial	—	321	—	—	—
Consumer	43	48	69	105	56
	<u>5,183</u>	<u>2,142</u>	<u>1,202</u>	<u>168</u>	<u>56</u>
Recoveries:					
One-to-four family	1	3	35	—	—
Multi-family	—	—	148	—	2,366
Non-residential real estate	35	—	—	—	—
Consumer	11	18	18	4	7
	<u>47</u>	<u>21</u>	<u>201</u>	<u>4</u>	<u>2,373</u>
Net charge-offs (recoveries)	<u>5,136</u>	<u>2,121</u>	<u>1,001</u>	<u>164</u>	<u>(2,317)</u>
Additions charged to operations	<u>5,180</u>	<u>3,309</u>	<u>2,911</u>	<u>1,164</u>	<u>(2,132)</u>
Balance at end of year	<u>\$4,747</u>	<u>\$4,703</u>	<u>\$3,515</u>	<u>\$1,605</u>	<u>\$ 605</u>
Net charge-offs (recoveries) to average gross loans outstanding	<u>3.79%</u>	<u>1.45%</u>	<u>0.64%</u>	<u>0.10%</u>	<u>(1.50)%</u>

Allocation of Allowance for Loan Losses. The following table presents an analysis of the allocation of the allowance for loan losses at the dates indicated. The allocation of the allowance to each category is not necessarily indicative of future loss in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	2011	
	Amount	Percent Of Gross Loans In Each Category To Total Gross Loans
		Percent Of Allowance To Total Allowance
		(Dollars in Thousands)
One-to-four family	\$3,113	65.58%
Multi-family	438	9.23%
Lines of credit (1)	—	— %
Non-residential real estate	1,146	24.14%
Commercial	11	0.23%
Construction (1)	—	— %
Consumer	39	0.82%
Total allowance for loan losses	<u>\$4,747</u>	<u>100.00%</u>

2010			
	Amount	Percent Of Allowance To Total Allowance	Percent Of Gross Loans In Each Category To Total Gross Loans
(Dollars in Thousands)			
One-to-four family	\$2,425	51.56%	58.75%
Multi-family	106	2.25%	4.44%
Lines of credit (1)	—	— %	10.92%
Non-residential real estate	1,880	39.98%	14.51%
Commercial	227	4.83%	6.98%
Construction (1)	—	— %	0.38%
Consumer	65	1.38%	4.02%
Total allowance for loan losses	<u>\$4,703</u>	<u>100.00%</u>	<u>100.00%</u>
2009			
(Dollars in Thousands)			
One-to-four family	\$2,059	58.58%	58.76%
Multi-family	55	1.57%	3.62%
Lines of credit (1)	—	— %	9.54%
Non-residential real estate	1,193	33.94%	14.33%
Commercial	120	3.41%	6.90%
Construction (1)	—	— %	2.53%
Consumer	88	2.50%	4.32%
Total allowance for loan losses	<u>\$3,515</u>	<u>100.00%</u>	<u>100.00%</u>
2008			
(Dollars in Thousands)			
One-to-four family	\$ 504	31.40%	62.83%
Multi-family	47	2.93%	2.39%
Lines of credit (1)	—	— %	8.35%
Non-residential real estate	876	54.58%	14.11%
Commercial	29	1.81%	2.75%
Construction (1)	—	— %	3.24%
Consumer	149	9.28%	6.33%
Total allowance for loan losses	<u>\$1,605</u>	<u>100.00%</u>	<u>100.00%</u>
2007			
(Dollars in Thousands)			
One-to-four family	\$ 332	54.89%	59.74%
Multi-family	17	2.82%	3.43%
Lines of credit (1)	—	— %	5.96%
Non-residential real estate	119	19.66%	17.17%
Commercial	14	2.30%	1.61%
Construction (1)	—	— %	5.03%
Consumer	123	20.33%	7.06%
Total allowance for loan losses	<u>\$ 605</u>	<u>100.00%</u>	<u>100.00%</u>

- (1) Allowances applicable to Lines of Credit and Construction loans are maintained in the related category of the underlying collateral.

Each quarter, management evaluates the total balance of the allowance for loan losses based on several factors that are not loan specific, but are reflective of the inherent losses in the loan portfolio. This process includes, but is not limited to, a periodic review of loan collectability in light of historical experience, the nature and volume of loan activity, conditions that may affect the ability of the borrower to repay, underlying value of collateral, if applicable, and economic conditions in our immediate market area. First, we group loans by delinquency status. All loans 90 days or more delinquent and all loans classified as substandard or doubtful are evaluated individually, based primarily on the value of the collateral securing the loan. Specific loss allowances are established as required by this analysis. All loans for which a specific loss allowance has not been assigned are segregated by type and delinquency status and a loss allowance is established by using loss experience data and management's judgment concerning other matters it considers significant. The allowance is allocated to each category of loan based on the results of the above analysis.

Total allowance for loan losses remained relatively unchanged as it was \$4.7 million at December 31, 2011 and it was \$4.7 million at December 31, 2010. The allowance remained static with charge-offs increasing in 2011 to \$5.2 million from \$2.1 million in 2010 but the provision for 2011 was also \$5.2 million. During 2011, management aggressively addressed several loans either by restructuring the loans or by writing down the balances to a level that reflects the significant declines in the market value of the underlying collateral, both of which resulted in increased charge-offs. The increased charge-offs were primarily in the non-residential and one-to-four family real estate segments, which also impacted the allowance for those segments. Management decreased the qualitative factors to adjust how the risk profile in the portfolio has been reduced based on stronger underwriting processes, loan portfolio has declined, nature of profile has stabilized, and past due loans have declined. Furthermore, we had impaired loans of \$10.3 million with a valuation allowance of \$2.3 million at December 31, 2011, compared to \$15.7 million of impaired loans with a valuation allowance of \$3.2 million at December 31, 2010.

This analysis process is inherently subjective, as it requires us to make estimates that are susceptible to revisions as more information becomes available. Although we believe that we have established the allowance at a level to absorb probable and estimable losses, additions may be necessary if economic or other conditions in the future differ from the current environment.

Investment Activities

We have legal authority to invest in various types of liquid assets, including U.S. Treasury obligations, securities of various federal agencies and of state and municipal governments, mortgage-backed securities and certificates of deposit of federally insured institutions.

At December 31, 2011, our investment portfolio consisted primarily of U.S. agency securities with maturities of three months to one year, municipal securities with maturities of five to more than ten years and mortgage-backed securities issued by Fannie Mae, Freddie Mac, and Ginnie Mae with stated final maturities of 30 years or less.

Our investment objectives are to provide and maintain liquidity, to maintain a balance of high quality, diversified investments to minimize risk, to provide collateral for pledging requirements, to establish an acceptable level of interest rate risk, to provide an alternate source of low-risk investments when demand for loans is weak, and to generate a favorable return. Our Board of Directors has the overall responsibility for our investment portfolio, including approval of our investment policy and appointment of our Investment Committee. The Investment Committee is responsible for approval of investment strategies and monitoring of investment performance. Our President is the designated investment officer and the CFO and the President are responsible for the daily investment activities and are authorized to make investment decisions consistent with our investment policy. The Investment Committee, consisting of four external Board of Director members, meets regularly with the President and CFO to review and determine investment strategies and transactions.

The following table sets forth the carrying value of our investment portfolio at the dates indicated.

	December 31,					
	2011		2010		2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In Thousands)					
Held-to-maturity						
Mortgage-backed securities	\$ 15	\$ 16	\$ 18	\$ 18	\$ 721	\$ 723
Available-for-sale						
US agency securities	3,031	3,031	5,569	5,569	4,572	4,572
State and municipal securities	3,706	3,706	—	—	—	—
Mortgage-backed securities	26,270	26,270	26,894	26,894	22,547	22,547
Total available-for-sale	<u>\$33,007</u>	<u>\$33,007</u>	<u>\$32,463</u>	<u>\$32,463</u>	<u>\$27,119</u>	<u>\$27,119</u>

Portfolio Maturities and Yields. The composition and maturities of the investment securities portfolio at December 31, 2011 are summarized in the following table. Maturities are based on the final contractual payment dates, and do not reflect the impact of prepayments or early redemptions that may occur. Certain mortgage-backed securities have interest rates that are adjustable and will re-price annually within the various maturity ranges. These re-pricing schedules are not reflected in the table below.

At December 31, 2011										
One Year or Less		More than One Year Through Five Years		More than Five Years Through Ten Years		More than Ten Years		Total Securities		
Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	
(Dollars in Thousands)										
Available-for-sale securities:										
U.S agency securities	\$3,031	2.34%	\$ —	0.00%	\$ —	— %	\$ —	— %	\$ 3,031	2.34%
State and municipal securities	—	— %	—	0.00%	1,218	5.03%	2,488	5.85%	3,706	5.58%
Mortgage-backed securities	—	— %	23,117	3.00%	3,153	3.09%	—	— %	26,270	3.01%
Total securities available-for-sale ..	\$3,031	2.34%	\$23,117	3.00%	\$4,371	3.63%	\$2,488	5.85%	\$33,007	3.24%

Deposit Activities and Other Sources of Funds

General. Deposits and loan repayments are the major sources of our funds for lending and other investment purposes. Loan repayments are a relatively stable source of funds, while deposit inflows and outflows and loan prepayments are significantly influenced by general interest rates and money market conditions.

Deposit Accounts. The vast majority of our depositors are residents of LaSalle County. Deposits are raised primarily from within our primary market area through the offering of a broad selection of deposit instruments, including checking accounts, money market accounts, regular savings accounts, club savings accounts, certificate accounts and various retirement accounts. The Bank also is a member of the Certificate of Deposit Registry Service (CDARS), which allows the Bank to retain high deposit relationships with its depository customer base, while still allowing the customer to enjoy FDIC deposit insurance on amounts in excess of the current limit of \$250,000. Other than our relationship with CDARS, we do not utilize brokered funds. Deposit account terms

vary according to the minimum balance required, the time periods the funds must remain on deposit, and the interest rate among other factors. In determining the terms of our deposit accounts, we consider the rates offered by our competition, profitability to us, matching deposit and loan products and customer preferences and concerns. We generally review our deposit mix and pricing weekly. Our current strategy is to offer competitive rates, but not be the market leader in every type and maturity.

The following table sets forth the dollar amount of deposits by type as of the dates indicated.

	2011		December 31, 2010		2009	
	Amount	Percent Of Total	Amount	Percent Of Total	Amount	Percent Of Total
(Dollars In Thousands)						
Non-Interest Bearing Checking	\$ 4,039	2.53%	\$ 3,536	2.07%	\$ 3,142	1.78%
Interest Bearing Checking	12,124	7.58%	10,220	5.98%	9,852	5.60%
Money Market accounts	18,875	11.80%	21,875	12.80%	24,134	13.71%
Passbook savings accounts	13,595	8.50%	12,909	7.56%	11,245	6.39%
Certificates of Deposit accounts	111,315	69.59%	122,291	71.59%	127,636	72.52%
Total deposit accounts	<u>\$159,948</u>	<u>100.00%</u>	<u>\$170,831</u>	<u>100.00%</u>	<u>\$176,009</u>	<u>100.00%</u>
Certificate Accounts, by rate						
Less than 1.00%	\$ 32,522	29.22%	\$ 11,406	9.33%	\$ 671	0.52%
1.00% to 1.99%	22,700	20.39%	47,696	39.00%	37,637	29.49%
2.00% to 2.99%	34,830	31.29%	39,335	32.17%	60,554	47.44%
3.00% to 3.99%	17,264	15.51%	19,019	15.55%	21,756	17.05%
4.00% to 4.99%	3,463	3.11%	3,973	3.25%	5,725	4.49%
5.00% to 5.99%	536	0.48%	862	0.70%	1,218	0.95%
6.00% to 6.99%	—	— %	—	— %	75	0.06%
Total Certificate Accounts	<u>\$111,315</u>	<u>100.00%</u>	<u>\$122,291</u>	<u>100.00%</u>	<u>\$127,636</u>	<u>100.00%</u>

The following table sets forth the distribution of average deposit accounts, by account type, at the dates indicated.

	Years Ended December 31,					
	2011		2010		2009	
	Weighted Avg. Rate	Average Amount	Weighted Avg. Rate	Average Amount	Weighted Avg. Rate	Average Amount
(Dollars In Thousands)						
Non-Interest Bearing Checking	— %	\$ 3,539	— %	\$ 3,300	0.00%	\$ 4,626
Interest Bearing Checking	0.11%	11,282	0.17%	10,164	0.39%	9,616
Money Market accounts	0.56%	20,544	0.72%	23,775	1.94%	16,015
Passbook accounts	0.10%	13,444	0.15%	12,017	0.35%	11,569
Certificate of Deposit accounts	2.03%	114,205	2.23%	128,244	2.61%	137,698
Total	<u>1.53%</u>	<u>\$163,014</u>	<u>1.75%</u>	<u>\$177,500</u>	<u>2.38%</u>	<u>\$179,524</u>

Deposit Activity. The following table sets forth the deposit activities for the periods indicated.

	Years Ended December 31,		
	2011	2010	2009
	(In Thousands)		
Beginning of period	\$170,831	\$176,009	\$175,230
Net deposits (withdrawals)	(13,267)	(8,368)	(3,438)
Interest credited on deposit accounts	2,384	3,190	4,217
End of period	<u>\$159,948</u>	<u>\$170,831</u>	<u>\$176,009</u>
Percent change	<u>(6.37)%</u>	<u>(2.94)%</u>	<u>0.44%</u>

The following table indicates the amount of certificates of deposit as of December 31, 2011, by time remaining until maturity.

	Three Months Or Less	Over Three To Six Months	Over Six To Twelve Months	Over Twelve Months	Total
	(In Thousands)				
Less than \$100,000	\$ 6,829	\$ 8,385	\$13,910	\$36,119	\$ 65,243
\$100,000 to \$250,000	3,230	2,987	6,472	20,692	33,381
Over \$250,000	1,099	1,710	275	9,607	12,691
Total	<u>\$11,158</u>	<u>\$13,082</u>	<u>\$20,657</u>	<u>\$66,418</u>	<u>\$111,315</u>

	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Total
	(In Thousands)					
Less than 1.00%	\$20,927	\$11,470	\$ 125	\$ —	\$ —	\$ 32,522
1.00% to 1.99%	13,387	5,447	2,502	574	790	22,700
2.00% to 2.99%	272	18,376	11,240	4,362	580	34,830
3.00% to 3.99%	7,234	6,374	1,867	1,789	—	17,264
4.00% to 4.99%	2,541	922	—	—	—	3,463
5.00% to 5.99%	536	—	—	—	—	536
Total	<u>\$44,897</u>	<u>\$42,589</u>	<u>\$15,734</u>	<u>\$6,725</u>	<u>\$1,370</u>	<u>\$111,315</u>

Borrowings. If necessary, we borrow from the Federal Home Loan Bank of Chicago to supplement our supply of lendable funds and to meet deposit withdrawal requirements. The Federal Home Loan Bank functions as a central reserve bank providing credit for member financial institutions. As a member, we are required to own capital stock in the Federal Home Loan Bank of Chicago and are authorized to apply for advances on the security of such stock and certain of our mortgage loans and other assets (principally securities that are obligations of, or guaranteed by, the United States), provided certain standards related to credit-worthiness have been met. Advances are made under several different programs, each having its own interest rate and range of maturities. Depending on the program, limitations on the amount of advances are based either on a fixed percentage of an institution's net worth or on the Federal Home Loan Bank's assessment of the institution's credit-worthiness. Under its current credit policies, the Federal Home Loan Bank generally limits advances to 25% of a member's assets, and short-term borrowings of less than one year may not exceed 10% of the institution's assets. The Federal Home Loan Bank determines specific lines of credit for each member institution. There were no Federal Home Loan Bank advances outstanding at December 31, 2011. At December 31, 2011, we had the ability to borrow \$46.9 million from the Federal Home Loan Bank of Chicago. In addition, as of December 31, 2011, the Bank had \$5.0 million of available credit from Bankers Bank of Wisconsin to purchase federal funds.

Personnel

At December 31, 2011, we had 20 full-time employees and 5 part-time employees, none of whom is represented by a collective bargaining unit. We believe our relationship with our employees is good.

Subsidiaries

The Company's only subsidiary is Ottawa Savings Bank.

REGULATION AND SUPERVISION

General

Ottawa Savings Bank as an insured federal savings bank is subject to extensive regulation, examination and supervision by the Office of the Comptroller of the Currency ("OCC"), as its primary federal regulator, and the Federal Deposit Insurance Corporation, as the insurer of its deposits. Ottawa Savings Bank is a member of the Federal Home Loan Bank System and its deposit accounts are insured up to applicable limits by the Deposit Insurance Fund ("DIF") managed by the Federal Deposit Insurance Corporation. Ottawa Savings Bank must file reports with the OCC and the Federal Deposit Insurance Corporation concerning its activities and financial condition in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with, or acquisitions of, other financial institutions. There are periodic examinations by the OCC and, under certain circumstances, the Federal Deposit Insurance Corporation to evaluate Ottawa Savings Bank's safety and soundness and compliance with various regulatory requirements. This regulatory structure is intended primarily for the protection of the insurance fund and depositors. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Any change in such policies, whether by the OCC, the Federal Deposit Insurance Corporation or Congress, could have a material adverse impact on Ottawa Savings Bancorp, Inc., Ottawa Savings Bancorp MHC (see page 23) for discussion of the mutual holding company) and Ottawa Savings Bank and their operations.

Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC, as savings and loan holding companies, are required to file certain reports with, are subject to examination by, and otherwise must comply with the rules and regulations of the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"). Ottawa Savings Bancorp, Inc. is also subject to the rules and regulations of the Securities and Exchange Commission under the federal securities laws.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") made extensive changes to the regulation and supervision of financial institutions, including the Bank. Under the Dodd-Frank Act, the Office Thrift Supervision ("OTS") was eliminated and responsibility for the supervision and regulation of federal savings associations was transferred to the OCC on July 21, 2011. The OCC is the agency that is primarily responsible for the regulation and supervision of national banks. At the same time, the responsibility for supervising and regulating the savings and loan holding companies like Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC was transferred to the Federal Reserve Board. In addition, the Dodd-Frank Act created a new agency, the Consumer Financial Protection Bureau, as an independent bureau of the Federal Reserve Board. The Consumer Financial Protection Bureau assumed responsibility for the implementation of the federal financial consumer protection and fair lending laws and regulations and has authority to impose new requirements. However, institutions of \$10.0 billion or less in assets will continue to be examined for compliance with consumer protection and fair lending laws and regulations by, and be subject to the enforcement authority of, their prudential regulator rather than the Consumer Financial Protection Bureau. Many of the provisions of the Dodd-Frank Act require the issuance of regulations before their impact on operations can be fully assessed by management. However, there is a significant possibility that the Dodd-Frank

Act will, at a minimum, result in increased regulatory burden and compliance costs for Ottawa Savings Bank, Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC.

Certain of the regulatory requirements that are applicable to Ottawa Savings Bank, Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC are described below. This description of statutes and regulations is not intended to be a complete explanation of such statutes and regulations and their effects on Ottawa Savings Bank, Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC and is qualified in its entirety by reference to the actual statutes and regulations.

Regulation of Federal Savings Banks

Business Activities. Federal laws and regulations govern the activities of federal savings banks, such as the Ottawa Savings Bank. These laws and regulations delineate the nature and extent of the activities in which federal savings banks may engage. In particular, certain lending authority for federal savings banks, e.g., commercial, non-residential real property loans and consumer loans, is limited to a specified percentage of the institution's capital or assets.

The Dodd-Frank Act authorizes depository institutions to pay interest on commercial demand deposits effective July 21, 2011.

Capital Requirements. The applicable capital regulations require federal savings banks to meet three minimum capital standards: a 1.5% tangible capital to total assets ratio; a 4% Tier 1 capital to total assets leverage ratio (3% for institutions receiving the highest rating on the CAMELS examination rating system) and an 8% risk-based capital ratio. In addition, the prompt corrective action standards discussed below also establish, in effect, a minimum 2% tangible capital standard, a 4% leverage ratio (3% for institutions receiving the highest rating on the CAMELS system) and, together with the risk-based capital standard itself, a 4% Tier 1 risk-based capital standard. The regulations also require that, in meeting the tangible, leverage and risk-based capital standards, banks must generally deduct investments in and loans to subsidiaries engaged in activities as principal that are not permissible for a national bank.

The risk-based capital standard requires federal savings banks to maintain Tier 1 (core) and total capital (which is defined as core capital and supplementary capital, less certain specified deductions from total capital such as reciprocal holdings of depository institution capital, instruments and equity investments) to risk-weighted assets of at least 4% and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, recourse obligations, residual interests and direct credit substitutes, are multiplied by a risk-weight factor of 0% to 100%, assigned by the capital regulation based on the risks believed inherent in the type of asset. Core (Tier 1) capital is generally defined as common stockholders' equity (including retained earnings), certain non-cumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries, less intangibles other than certain mortgage servicing rights and credit card relationships. The components of supplementary (Tier 2) capital currently include cumulative preferred stock, long-term perpetual preferred stock, mandatory convertible securities, subordinated debt and intermediate preferred stock, the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and up to 45% of unrealized gains on available-for-sale equity securities with readily determinable fair market values. Overall, the amount of supplementary capital included as part of total capital cannot exceed 100% of core capital.

The OCC also has authority to establish individual minimum capital requirements in appropriate cases upon a determination that an institution's capital level is or may become inadequate in light of the particular circumstances. At December 31, 2011, the Bank met each of its capital requirements.

Prompt Corrective Regulatory Action. The OCC is required to take certain supervisory actions against undercapitalized institutions, the severity of which depends upon the institution's degree of undercapitalization.

Generally, a savings bank that has a ratio of total capital to risk weighted assets of less than 8%, a ratio of Tier 1 (core) capital to risk-weighted assets of less than 4% or a ratio of core capital to total assets of less than 4% (3% or less for institutions with the highest examination rating) is considered to be “undercapitalized.” A savings bank that has a total risk-based capital ratio less than 6%, a Tier 1 capital ratio of less than 3% or a leverage ratio that is less than 3% is considered to be “significantly undercapitalized” and a savings bank that has a tangible capital to assets ratio equal to or less than 2% is deemed to be “critically undercapitalized.” Subject to a narrow exception, the OCC is required to appoint a receiver or conservator within specified time frames for an institution that is “critically undercapitalized.” An institution must file a capital restoration plan with the OCC within 45 days of the date it receives notice that it is “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” Compliance with the plan must be guaranteed by any parent holding company. In addition, numerous mandatory supervisory actions become immediately applicable to an undercapitalized institution, including, but not limited to, increased monitoring by regulators and restrictions on growth, capital distributions and expansion. “Significantly undercapitalized” and “critically undercapitalized” institutions are subject to more extensive mandatory regulatory actions. The OCC could also take any one of a number of discretionary supervisory actions, including the issuance of a capital directive and the replacement of senior executive officers and directors.

Loans to One Borrower. Federal law provides that savings banks are generally subject to the limits on loans to one borrower applicable to national banks. Generally, subject to certain exceptions, savings banks may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if secured by specified readily-marketable collateral.

Standards for Safety and Soundness. The federal banking agencies have adopted Interagency Guidelines prescribing Standards for Safety and Soundness in various areas such as internal controls and information systems, internal audit, loan documentation and credit underwriting, interest rate exposure, asset growth and quality, earnings and compensation, fees and benefits. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the OCC determines that a savings bank fails to meet any standard prescribed by the guidelines, the OCC may require the savings bank to submit an acceptable plan to achieve compliance with the standard.

Limitation on Capital Distributions. Federal regulations impose limitations upon all capital distributions by a savings bank, including cash dividends, payments to repurchase its shares and payments to stockholders of another institution in a cash-out merger. Under the regulations, an application to and the prior approval of the OCC is required before any capital distribution if the savings bank does not meet the criteria for “expedited treatment” of applications under OCC regulations (i.e., generally, examination and Community Reinvestment Act ratings in the two top categories), the total capital distributions for the calendar year exceed net income for that year plus the amount of retained net income for the preceding two years, the savings bank would be undercapitalized following the distribution or the distribution would otherwise be contrary to a statute, regulation or agreement with the OCC. If an application is not required, the savings bank must still provide 30 days prior written notice to the Federal Reserve Board of the capital distribution if, like Ottawa Savings Bank, it is a subsidiary of a holding company, as well as a written notice filing with the OCC. If Ottawa Savings Bank’s capital were ever to fall below its regulatory requirements or the OCC notified it that it was in need of increased supervision, its ability to make capital distributions could be restricted. In addition, the OCC could prohibit a proposed capital distribution that would otherwise be permitted by the regulation, if the agency determines that such distribution would constitute an unsafe or unsound practice.

Qualified Thrift Lender Test. Federal law requires savings banks to meet a qualified thrift lender test. Under the test, a savings bank is required to either qualify as a “domestic building and loan association” under the Internal Revenue Code or maintain at least 65% of its “portfolio assets” (total assets less: (i) specified liquid assets up to 20% of total assets; (ii) intangibles, including goodwill; and (iii) the value of property used to

conduct business) in certain “qualified thrift investments” (primarily multi-family residential mortgages and related investments, including certain mortgage-backed securities but also including education, credit card and small business loans) in at least 9 months out of each 12 month period.

A savings bank that fails the qualified thrift lender test is subject to certain operating restrictions. The Dodd-Frank Act also specifies that failing the qualified thrift lender test is a violation of law that could result in an enforcement action and dividend limitations. As of December 31, 2011, Ottawa Savings Bank maintained 91.7% of its portfolio assets in qualified thrift investments and, therefore, met the qualified thrift lender test.

Transactions with Related Parties. Federal law limits Ottawa Savings Bank’s authority to lend to, and engage in certain transactions (collectively, “covered transactions”) with “affiliates” (e.g., any company that controls or is under common control with an institution), including Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC). The aggregate amount of covered transactions with any individual affiliate is limited to 10% of the capital and surplus of the savings institution. The aggregate amount of covered transactions with all affiliates is limited to 20% of the savings institution’s capital and surplus. Loans and other specified transactions with affiliates are required to be secured by collateral in an amount and of a type described in federal law. The purchase of low quality assets from affiliates is generally prohibited. Transactions with affiliates must be on terms and under circumstances that are at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated companies. In addition, savings banks are prohibited from lending to any affiliate that is engaged in activities that are not permissible for bank holding companies and no savings bank may purchase the securities of any affiliate other than a subsidiary.

The Sarbanes-Oxley Act of 2002 generally prohibits loans by the Company to its executive officers and directors. However, the Sarbanes-Oxley Act contains a specific exemption from such prohibition for loans by Ottawa Savings Bank to its executive officers and directors in compliance with federal banking regulations. Federal regulations require that all loans or extensions of credit to executive officers and directors of insured institutions and 10% stockholders (“insiders”), as well as entities such persons control, must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and must not involve more than the normal risk of repayment or present other unfavorable features. The law restricts both the individual and aggregate amount of loans Ottawa Savings Bank may make to insiders based, in part, on Ottawa Savings Bank’s capital position and requires certain board approval procedures to be followed. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees. Additional restrictions apply to loans to executive officers.

Enforcement. The OCC has primary enforcement responsibility over federal savings banks and has the authority to bring actions against the institution and all institution-affiliated parties, including stockholders, and any attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order, to removal of officers and/or directors, to institution of receivership, conservatorship or termination of deposit insurance. Civil penalties cover a wide range of violations and can amount to \$25,000 per day, or even \$1 million per day in especially egregious cases. The Federal Deposit Insurance Corporation (“FDIC”) has authority to recommend to the OCC that enforcement action be taken with respect to a particular savings institution. If action is not taken by the OCC, the FDIC has authority to take such action under certain circumstances. Federal law also establishes criminal penalties for certain violations.

Assessments. Federal savings banks are required to pay assessments to the OCC (formerly OTS) to fund its operations. The general assessments, paid on a semi-annual basis, are based upon the savings bank’s total assets, including consolidated subsidiaries, as reported in the institution’s latest quarterly thrift financial report or call report, its financial condition and the complexity of its portfolio. The OTS and OCC assessments paid by Ottawa Savings Bank for the year ended December 31, 2011 was approximately \$95,000.

Insurance of Deposit Accounts. The Bank's deposits are insured up to applicable limits, which have increased to \$250,000 per depositor by the Deposit Insurance Fund ("DIF") of the FDIC.

Under the FDIC's risk-based assessment system, insured institutions are assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other factors, with less risky institutions paying lower assessments. An institution's assessment rate depends upon the category to which it is assigned. Effective April 1, 2009, assessment rates range from seven to 77.5 basis points. The FDIC may adjust the scale uniformly from one quarter to the next, except that no adjustment can deviate more than three basis points from the base scale without notice and comment. No institution may pay a dividend if in default of the federal deposit insurance assessment.

On February 7, 2011, the FDIC approved a final rule that implemented changes to the deposit insurance assessment system mandated by the Dodd-Frank Act. The final rule, which took effect for the quarter beginning April 1, 2011, requires that the base on which deposit insurance assessments are charged be revised from one that is based on domestic deposits to one that is based on average consolidated total assets minus average tangible equity. Under the final rule, insured depository institutions are required to report their average consolidated total assets on a daily basis, using the regulatory accounting methodology established for reporting total assets. For purposes of the final rule, tangible equity is defined as Tier 1 capital.

The FDIC imposed on each insured institution a special emergency assessment of five basis points of total assets minus tier 1 capital, as of June 30, 2009 (capped at ten basis points of an institution's deposit assessment base on the same date) in order to cover losses to the Deposit Insurance Fund. That special assessment was collected on September 30, 2009. Although the FDIC provided for similar special assessments for the first two fiscal quarters of 2010, the FDIC required insured institutions to prepay estimated quarterly risk-based assessments for the fourth quarter of 2009 through the fourth quarter of 2012. The estimated assessments, which include an assumed annual assessment base increase of 5%, were recorded as a prepaid expense asset as of December 31, 2009. As of December 31, 2009, and each quarter thereafter, a charge to earnings will be recorded for each regular assessment with an offsetting credit to the prepaid asset.

Due to the recent difficult economic conditions, deposit insurance per account owner has been raised to \$250,000. That coverage was made permanent by the Dodd-Frank Act. In addition, the FDIC adopted an optional Temporary Liquidity Guarantee Program by which, for a fee, noninterest-bearing transaction accounts would receive unlimited insurance coverage until June 30, 2010, subsequently extended to December 31, 2010, and certain senior unsecured debt issued by institutions and their holding companies between October 13, 2008 and October 31, 2009 would be guaranteed by the FDIC through June 30, 2012, or in some cases, December 31, 2012. The Bank opted to participate in the unlimited noninterest-bearing guarantee program. The Dodd-Frank Act extended the unlimited coverage for certain noninterest-bearing transaction accounts from January 1, 2011 until December 31, 2012 without the opportunity for opt out.

In addition to the assessment for deposit insurance, institutions are required to make payments on bonds issued in the late 1980s by the Financing Corporation to recapitalize a predecessor deposit insurance fund. That payment is established quarterly and during the four quarters ended December 31, 2011 averaged 1.04 basis points of assessable deposits.

The Dodd-Frank Act increased the minimum Deposit Insurance Fund ratio from 1.15% of estimated insured deposits to 1.35% of estimated insured deposits. The FDIC must seek to achieve the 1.35% ratio by September 30, 2020. Insured institution with assets of \$10.0 billion or more are supposed to fund the increase. The Dodd-Frank Act eliminated the 1.5% maximum fund ratio, instead leaving it to the discretion of the FDIC and the FDIC has recently exercised that discretion by establishing a long range fund of 2%.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of Ottawa Savings Bank. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or the OCC. The management of Ottawa Savings Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

Federal Reserve System. The Federal Reserve Board regulations require savings associations to maintain noninterest-earning reserves against their transaction accounts (primarily Negotiable Order of Withdrawal “NOW” and regular checking accounts). The regulations provide that reserves be maintained against aggregate transaction accounts as follows: a 3% reserve ratio is assessed on net transaction accounts up to and including \$55.2 million; a 10% reserve ratio is applied above \$55.2 million. The first \$10.7 million of otherwise reservable balances are exempted from the reserve requirements. The amounts are adjusted annually and, for 2011, require a 3.0% reserve ratio for up to \$58.8 million and an exemption of \$10.7 million. The Bank complies with the foregoing requirements.

Federal Home Loan Bank System. Ottawa Savings Bank is a member of the Federal Home Loan Bank System, which consists of twelve regional Federal Home Loan Banks. The Federal Home Loan Bank provides a central credit facility primarily for member institutions. Ottawa Savings Bank, as a member of the Federal Home Loan Bank of Chicago, is required to acquire and hold shares of capital stock in that Federal Home Loan Bank. Ottawa Savings Bank had an investment in Federal Home Loan Bank of Chicago stock at December 31, 2011 of \$2.35 million.

The Federal Home Loan Banks are required to provide funds for the resolution of insolvent thrifts in the late 1980s and to contribute funds for affordable housing programs. These requirements, as well as general financial results, could reduce the amount of dividends that the Federal Home Loan Banks pay to their members and could also result in the Federal Home Loan Banks imposing a higher rate of interest on advances to their members. If dividends were reduced, or interest on future Federal Home Loan Bank advances increased, our net interest income would likely also be reduced.

Community Reinvestment Act. Under the Community Reinvestment Act, as implemented by OCC regulations, a savings bank has a continuing and affirmative obligation consistent with its safe and sound operations to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The Community Reinvestment Act does not establish specific lending requirements or programs for financial institutions nor does it limit an institution’s discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the Community Reinvestment Act. The Community Reinvestment Act requires the OCC, in connection with its examination of a savings bank, to assess the institution’s record of compliance with the Community Reinvestment Act. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. A savings bank’s failure to comply with the provisions of the Community Reinvestment Act could result in denial of certain corporate applications, such as branches or mergers, or restrictions on its activities. Responsibility for administering the Community Reinvestment Act, unlike other fair lending laws, is not being transferred to the Consumer Financial Protection Bureau. The Bank’s most recent Community Reinvestment Act rating was “satisfactory.”

Holding Company Regulation

General. Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC are savings and loan holding companies within the meaning of federal law. As part of such, they are subject to Federal Reserve Board regulations, examinations, supervision, reporting requirements and regulations concerning corporate governance and activities. In addition, the Federal Reserve Board has enforcement authority over Ottawa Savings Bancorp, Inc. and Ottawa Savings Bancorp MHC. Among other things, this authority permits the Federal Reserve Board to restrict or prohibit activities that are determined to be a serious risk to Ottawa Savings Bank.

As part of the Dodd-Frank Act regulatory restructuring, the responsibilities of the OTS as to savings and loan holding companies were transferred to the Federal Reserve Board on July 21, 2011. The Federal Reserve Board is the agency that regulates bank holding companies.

Restrictions Applicable to Mutual Holding Companies. According to federal law and Federal Reserve Board regulations, a mutual holding company, such as Ottawa Savings Bancorp MHC, may generally engage in the following activities: (1) investing in the stock of a savings association; (2) acquiring a mutual association through the merger of such association into a savings association subsidiary of such holding company or an interim savings association subsidiary of such holding company; (3) merging with or acquiring another holding company, one of whose subsidiaries is a savings association; and (4) any activity approved by the Federal Reserve Board for a bank holding company or financial holding company or previously approved by the Federal Reserve Board for multiple savings and loan holding companies. In addition, mutual holding companies may engage in activities permitted for financial holding companies, expanded the authorized activities. Financial holding companies may engage in a broad array of financial service activities including insurance and securities.

Federal law prohibits a savings and loan holding company, including a federal mutual holding company, from directly or indirectly, or through one or more subsidiaries, acquiring more than 5% of the voting stock of another savings institution, or its holding company, without prior written approval of the Federal Reserve Board. Federal law also prohibits a savings and loan holding company from acquiring more than 5% of a company engaged in activities other than those authorized for savings and loan holding companies by federal law; or acquiring or retaining control of a depository institution that is not insured by the Federal Deposit Insurance Corporation. In evaluating applications by holding companies to acquire savings institutions, the Federal Reserve Board must consider the financial and managerial resources and future prospects of the company and institution involved, the effect of the acquisition on the risk to the insurance funds, the convenience and needs of the community and competitive factors.

The Federal Reserve Board is prohibited from approving any acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state, except: (1) the approval of interstate supervisory acquisitions by savings and loan holding companies; and (2) the acquisition of a savings institution in another state if the laws of the state of the target savings institution specifically permit such acquisitions. The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

If the savings institution subsidiary of a savings and loan holding company fails to meet the qualified thrift lender test, the holding company must register with the Federal Reserve Board as a bank holding company within one year of the savings institution's failure to so qualify.

Capital Requirements. Savings and loan holding companies are not currently subject to specific regulatory capital requirements. The Dodd-Frank Act, however, requires the Federal Reserve Board to promulgate consolidated capital requirements for depository institution holding companies that are no less stringent, both quantitatively and in terms of components of capital, than those applicable to institutions themselves. There is a five-year transition period (from the July 21, 2010 effective date of the Dodd-Frank Act) before the capital requirements will apply to savings and loan holding companies.

Source of Strength. The Dodd-Frank Act also extends the "source of strength" doctrine to savings and loan holding companies. The regulatory agencies must issue regulations requiring that all banks and savings and loan holding companies serve as a source of strength to their subsidiary depository institutions by providing capital, liquidity and other support in times of financial stress.

Dividends and Stock Repurchases. The Federal Reserve Board has issued a policy statement regarding the payment of dividends and the repurchase of shares of common stock by bank holding companies that it has made applicable to savings and loan holding companies as well. In general, the policy provides that dividends should

be paid only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization's capital needs, asset quality and overall financial condition. Regulatory guidance provides for prior regulatory review of capital distributions in certain circumstances such as where the company's net income for the past four quarters, net of dividends previously paid over that period, is insufficient to fully fund the dividend or the company's overall rate of earnings retention is not consistent with the company's capital needs and overall financial condition. The ability of a holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. Moreover, a company should inform the Federal Reserve Board reasonably in advance of declaring or paying a dividend that exceeds earnings for the period for which the dividend is being paid. The policy statement also provides for regulatory review prior to a holding company redeeming or repurchasing regulatory capital instruments when the holding company is experiencing financial weaknesses or redeeming or repurchasing common stock or perpetual preferred stock that would result in a net reduction as of the end of a quarter in the amount of such equity instruments outstanding compared with the beginning of the quarter in which the redemption or repurchase occurred. These regulatory policies could affect the ability of the Company to pay dividends, repurchase shares of common stock or otherwise engage in capital distributions.

Stock Holding Company Subsidiary Regulation. The Federal Reserve Board has adopted regulations governing the two-tier mutual holding company form of organization and subsidiary stock holding companies that are controlled by mutual holding companies. Ottawa Savings Bancorp, Inc. is the stock holding company subsidiary of Ottawa Savings Bancorp MHC. Ottawa Savings Bancorp, Inc. is permitted to engage in activities that are permitted for Ottawa Savings Bancorp MHC subject to the same restrictions and conditions.

Waivers of Dividends. Federal Reserve Board regulations currently require mutual holding companies to notify them if they propose to waive receipt of dividends from their stock holding company subsidiary. In addition, the regulations require that the mutual holding company obtain the approval of a majority of the eligible votes of members of the mutual holding company (generally Bank depositors) before it can waive dividends. The Federal Reserve Board reviews dividend waiver notices on a case-by-case basis, and, in general, does not object to a waiver if: (i) the waiver would not be detrimental to the safe and sound operation of the savings association; and (ii) the mutual holding company's board of directors determines that their waiver is consistent with such directors' fiduciary duties to the mutual holding company's members. Subject to the non-objection or approval of the Federal Reserve Board, we anticipate that Ottawa Savings Bancorp MHC will waive dividends that Ottawa Savings Bancorp, Inc. may pay, if any.

Conversion to Stock Form. Federal Reserve Board regulations permit Ottawa Savings Bancorp MHC to convert from the mutual form of organization to the capital stock form of organization. In a conversion transaction, a new holding company would be formed as the successor to Ottawa Savings Bancorp MHC and Ottawa Savings Bancorp, Inc., Ottawa Savings Bancorp MHC's corporate existence would end and certain depositors in the Bank would receive a right to subscribe for shares of a new holding company. In a conversion transaction, each share of common stock of Ottawa Savings Bancorp, Inc. held by stockholders other than Ottawa Savings Bancorp MHC would be automatically converted into a number of shares of common stock of the new holding company based on an exchange ratio designed to ensure that stockholders other than Ottawa Savings Bancorp MHC own the same percentage of common stock in the new holding company as they owned in Ottawa Savings Bancorp, Inc. immediately before conversion. The total number of shares held by stockholders other than Ottawa Savings Bancorp MHC after a conversion transaction would be increased by any purchases by such stockholders in the stock offering conducted as part of the conversion transaction.

Acquisition of Control. Under the federal Change in Bank Control Act, a notice must be submitted to the Federal Reserve Board if any person (including a company), or group acting in concert, seeks to acquire direct or indirect "control" of a savings and loan holding company or savings bank. Under certain circumstances, a change of "control" may occur, and prior notice is required, upon the acquisition of 10% or more of the voting stock of a savings and loan holding company or savings institution, unless the Federal Reserve Board has found that the acquisition will not result in a change of control. Under the Change in Bank Control Act, the Federal Reserve

Board has 60 days from the filing of a complete notice to act, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the anti-trust effects of the acquisition. Any company that so acquires control would then be subject to regulation as a savings and loan holding company.

Federal Securities Laws

Ottawa Savings Bancorp, Inc. common stock is registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934. Ottawa Savings Bancorp, Inc. is subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934.

The registration, under the Securities Act of 1933, of the shares of common stock does not cover the resale of those shares. Shares of common stock purchased by persons who are not affiliates of Ottawa Savings Bancorp, Inc. may be resold without registration. Shares purchased by an affiliate of Ottawa Savings Bancorp, Inc. will be subject to the resale restrictions of Rule 144 under the Securities Act of 1933. If Ottawa Savings Bancorp, Inc. meets the current public information requirements of Rule 144, each affiliate of Ottawa Savings Bancorp, Inc. that complies with the other conditions of Rule 144, including those that require the affiliate's sale to be aggregated with those of other persons, would be able to sell in the public market, without registration, a number of shares not to exceed, in any three-month period, the greater of 1% of the outstanding shares of Ottawa Savings Bancorp, Inc., or the average weekly volume of trading in the shares during the preceding four calendar weeks. In the future, Ottawa Savings Bancorp, Inc. may permit affiliates to have their shares registered for sale under the Securities Act of 1933.

FEDERAL AND STATE TAXATION

Federal Income Taxation

General. We report our income on a fiscal year basis using the accrual method of accounting. The federal income tax laws apply to us in the same manner as to other corporations with some exceptions, including particularly our reserve for bad debts discussed below. The following discussion of tax matters is intended only as a summary and does not purport to be a comprehensive description of the tax rules applicable to us. Our federal income tax returns have been either audited or closed under the statute of limitations through tax year 2007. Ottawa Savings Bank's maximum federal income tax rate was 35% for both the 2011 and 2010 tax year.

Ottawa Savings Bancorp, Inc. has filed a consolidated federal income tax return with Ottawa Savings Bank. Accordingly, it is anticipated that any cash distributions made by Ottawa Savings Bancorp, Inc. to its stockholders would be treated as cash dividends and not as a non-taxable return of capital to stockholders for federal and state tax purposes.

Bad Debt Reserves. For fiscal years beginning before June 30, 1996, thrift institutions that qualified under certain definitional tests and other conditions of the Internal Revenue Code were permitted to use certain favorable provisions to calculate their deductions from taxable income for annual additions to their bad debt reserve. A reserve could be established for bad debts on qualifying real property loans, generally secured by interests in real property improved or to be improved, under the percentage of taxable income method or the experience method. The reserve for non-qualifying loans was computed using the experience method. Federal legislation enacted in 1996 repealed the reserve method of accounting for bad debts for institutions with assets in excess of \$500 million and the percentage of taxable income method for all institutions for tax years beginning after 1995 and requires savings institutions to recapture or take into income certain portions of their accumulated bad debt reserves. Approximately \$1.2 million of our accumulated bad debt reserves would not be recaptured into taxable income unless Ottawa Savings Bank makes a "non-dividend distribution" to Ottawa Savings Bancorp, Inc. as described below.

Distributions. If Ottawa Savings Bank makes “non-dividend distributions” to Ottawa Savings Bancorp, Inc., the distributions will be considered to have been made from Ottawa Savings Bank’s un-recaptured tax bad debt reserves, to the extent of the “non-dividend distributions,” and then from Ottawa Savings Bank’s supplemental reserve for losses on loans, to the extent of those reserves, and an amount based on the amount distributed, but not more than the amount of those reserves, will be included in Ottawa Savings Bank’s taxable income. Non-dividend distributions include distributions in excess of Ottawa Savings Bank’s current and accumulated earnings and profits, as calculated for federal income tax purposes, distributions in redemption of stock, and distributions in partial or complete liquidation. Dividends paid out of Ottawa Savings Bank’s current or accumulated earnings and profits will not be so included in Ottawa Savings Bank’s taxable income.

The amount of additional taxable income triggered by a non-dividend is an amount that, when reduced by the tax attributable to the income, is equal to the amount of the distribution. Therefore, if Ottawa Savings Bank makes a non-dividend distribution to Ottawa Savings Bancorp, Inc., approximately one and one-half times the amount of the distribution not in excess of the amount of the reserves would be includable in income for federal income tax purposes, assuming a 34% federal corporate income tax rate. Ottawa Savings Bank does not intend to pay dividends that would result in a recapture of any portion of its bad debt reserves.

Tax Allocation Agreement. Ottawa Savings Bancorp, Inc. and Ottawa Savings Bank have executed a Tax Allocation Agreement. The purpose of this agreement is to set forth the rights and obligations of Ottawa Savings Bancorp, Inc. and Ottawa Savings Bank for purposes of filing consolidated federal and state combined income tax returns.

Under the Tax Allocation Agreement, Ottawa Savings Bancorp, Inc. and Ottawa Savings Bank calculate their federal and state income tax liabilities as if they were filing a separate tax return. If there is tax liability calculated on this separate entity basis, Ottawa Savings Bank pays that tax liability to Ottawa Savings Bancorp, Inc. Payments are made no earlier than five days prior to the time that Ottawa Savings Bancorp, Inc. is required to make either estimated or final tax payments for the consolidated or combined return. If Ottawa Savings Bank has a taxable loss for a year on a separate entity basis, and if that loss could have been carried back to obtain a refund, Ottawa Savings Bancorp, Inc. pays an amount equal to such refund to Ottawa Savings Bank, whether or not any such refund is actually received on a consolidated or combined basis. If that taxable loss would not have resulted in a refund on a separate entity basis because there was no carryback available, but that loss is used on the consolidated or combined return to reduce tax liability on a consolidated or combined basis, Ottawa Savings Bancorp, Inc. pays Ottawa Savings Bank an amount equal to the tax savings from using that loss.

Ottawa Savings Bank is required to contribute to Ottawa Savings Bancorp, Inc. its share of any required estimated tax payments. When the consolidated or combined return is actually filed, if the estimated payments by Ottawa Savings Bank to Ottawa Savings Bancorp, Inc. exceed the amount of Ottawa Savings Bank’s tax liability on a separate entity basis, Ottawa Savings Bancorp, Inc. will refund the excess to Ottawa Savings Bank. If Ottawa Savings Bank’s tax liability on a separate entity basis exceeds the estimated payments it has paid to Ottawa Savings Bancorp, Inc., Ottawa Savings Bank will pay the deficiency to Ottawa Savings Bancorp, Inc.

State Taxation

Ottawa Savings Bancorp, Inc. is subject to the Illinois Income Tax and the Illinois Personal Property Tax Replacement Income Tax, at the rates of 7.0% and 2.5%, respectively, for fiscal year 2011. These amounts increased from 2010 levels which were 4.8% and 2.5%. These taxes are imposed on our federal taxable income, with certain adjustments.

ITEM 1A. RISK FACTORS

Our allowance for loan losses may prove to be insufficient to absorb potential losses in our loan portfolio.

We established our allowance for loan losses and maintain it at a level considered adequate by management to absorb loan losses that are inherent in the portfolio. The amount of future loan losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, which may be beyond our control, and such losses may exceed current estimates. At December 31, 2011, our allowance for loan losses as a percentage of total gross loans was 3.57% and as a percentage of total non-performing loans was approximately 54.67%. Because of the concentration of one-to-four family, non-residential and commercial loans in our loan portfolio, the movement of a small number of loans to non-performing status can have a significant impact on this ratio. Although management believes that the allowance for loan losses as of December 31, 2011 was adequate to absorb losses on any existing loans that may become uncollectible, in light of the current economic environment, we cannot predict loan losses with certainty, and we cannot assure you that our allowance for loan losses will prove sufficient to cover actual loan losses in the future, particularly if economic conditions worsen beyond what management currently expects. Additional provisions to the allowance for loan losses and loan losses in excess of our allowance for loan losses may adversely affect our business, financial condition and results of operations. For additional details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operation—Comparison of Financial Condition at December 31, 2011 and December 31, 2010—Provision for Loan Losses.”

Our origination or purchase of non-residential real estate, multi-family, commercial or construction loans may expose us to increased lending risks.

Our loan portfolio includes non-residential real estate, multi-family, commercial and construction loans. We intend to continue to underwrite loans of this nature when it is prudent to do so from a business standpoint as long as the loans fall within internal policy limits and enable us to remain in compliance with regulatory guidelines and limits. These types of loans generally expose a lender to greater risk of non-payment and loss than one-to-four family residential mortgage loans because repayment of the loans often depends on the successful operation of the property and the income stream of the borrowers. Such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one-to-four family residential mortgage loans. Also, many of these types of borrowers have more than one loan outstanding with us. Consequently, an adverse development with respect to one loan or one credit relationship can expose us to a significantly greater risk of loss compared to an adverse development with respect to a one- to four-family residential mortgage loan.

Turmoil in the financial markets could have an adverse effect on our financial position or results of operations.

Beginning in 2008, United States and global markets experienced severe disruption and volatility, and general economic conditions declined significantly. Adverse developments in credit quality, asset values and revenue opportunities throughout the financial services industry, as well as general uncertainty regarding the economic, industry and regulatory environment, have had a marked negative impact on the industry. The United States and the governments of other countries have taken steps to try to stabilize the financial system, including investing in financial institutions, and have implemented programs intended to improve general economic conditions. Notwithstanding the actions of the United States and other governments, there can be no assurances that these efforts will be successful in restoring industry, economic or market conditions and that they will not result in adverse unintended consequences. Factors that could continue to pressure financial services companies, including Ottawa Savings Bancorp, Inc., are numerous and include (1) worsening credit quality, leading among other things to increases in loan losses and reserves, (2) continued or worsening disruption and volatility in financial markets, leading among other things to continuing reductions in assets values, (3) capital and liquidity concerns regarding financial institutions generally, (4) limitations resulting from or imposed in connection with governmental actions intended to stabilize or provide additional regulation of the financial system, or (5) recessionary conditions that are deeper or last longer than currently anticipated.

FDIC deposit insurance premiums have increased substantially and may increase further, which will adversely affect our earnings.

The recent economic recession has caused a high level of bank failures, which has dramatically increased FDIC resolution costs and led to a significant reduction in the balance of the Deposit Insurance Fund. During 2011, the FDIC modified its calculation for assessing premiums and shifted the responsibility for shoring up the shortfall in the DIF. The decrease in the base assessment rate for 2011 has decreased our deposit insurance costs from 2010 levels and positively impacted our earnings. In lieu of imposing an additional special assessment, the FDIC required all institutions to prepay their assessments for all of 2010, 2011 and 2012, which for us totaled \$1.1 million. Any increases in the base assessment rate or additional special assessments would negatively impact our earnings.

Fluctuations in interest rates could reduce our profitability and affect the value of our assets.

Short-term market interest rates (which we use as a guide to price our deposits) have decreased to historically low levels, while longer-term market interest rates (which we use as a guide to price our longer-term loans) have not decreased as significantly. This change in the market yield curve has had a positive impact on our interest rate spread and net interest margin. For the year ended December 31, 2011, our interest rate spread was 3.43% compared to 3.31% for the year ended December 31, 2010. If short-term interest rates rise, and if rates on our deposits re-price upwards faster than the rates on our long-term loans and investments, we would experience compression of our interest rate spread and net interest margin, which would have a negative effect on our profitability. Over the last year however, the U.S. Federal Reserve has maintained its target for the federal funds rate at .25%. Decreases in interest rates can result in increased prepayments of loans and mortgage-related securities, as borrowers refinance to reduce their borrowing costs. Under these circumstances, we are subject to reinvestment risk as we may have to re-deploy such loan or securities proceeds into lower-yielding assets, which might also negatively impact our income.

Strong competition within our market area could hurt our profits and slow growth.

We face intense competition both in making loans and attracting deposits. This competition has made it more difficult for us to make new loans and at times has forced us to offer higher deposit rates. Price competition for loans and deposits might result in us earning less on our loans and paying more on our deposits, which reduces net interest income. According to data obtained from the FDIC, as of June 30, 2011, we held approximately 6.4% of all bank and thrift deposits in LaSalle County, which was the 6th largest market share of deposits out of twenty-four financial institutions (excluding credit unions) in LaSalle County. Notwithstanding our market share, we face substantial competition from the other financial institutions that operate in our market area, most of which have substantially greater resources and lending limits than we have and may offer services that we do not provide. We expect competition to increase in the future as a result of legislative, regulatory and technological changes and the continuing trend of consolidation in the financial services industry. Our profitability depends upon our continued ability to compete successfully in our market area.

Our expansion strategy may negatively impact our earnings.

We consider our primary market area to consist of LaSalle County, Illinois. We currently operate from our headquarters located in Ottawa, Illinois. We may expand our presence throughout our market area and pursue further expansion through the establishment of one or more branches. The profitability of any expansion policy will depend on whether the income that we generate from the additional branches we establish will offset the increased expenses resulting from operating new branches. It may take a period of time before any new branches would become profitable, especially in areas in which we do not have an established presence. During this period, operating any new branches would likely have a negative impact on our net income.

The loss of any one of our senior executive officers could hurt our operations.

We rely heavily on our senior executive officers. The loss of any one of these officers could have an adverse effect on us because, as a small community bank, each of these officers has more responsibilities than would be typical at a larger financial institution with more employees. In addition, as a small community bank, we have fewer management level personnel who are in a position to assume the responsibilities of such officers' positions with us should we need to find replacements for any of these senior members of management. We do not have key-man life insurance on any of these officers.

Our geographic concentration means that our performance may be affected by economic, regulatory and demographic conditions in our market area.

As of December 31, 2011, most of our total loans were to individuals and/or secured by properties located in our primary market area of LaSalle County in Illinois. As a result, our revenues and profitability are subject to prevailing economic, regulatory, demographic and other conditions in LaSalle County. Because our business is concentrated in this area, adverse economic, regulatory, demographic or other developments that are limited to this area may have a disproportionately greater effect on us than they would have if we did business in markets outside that particular geographic area.

If the value of real estate in LaSalle County, Illinois were to decline materially, a significant portion of our loan portfolio could become under-collateralized, which could have a material adverse effect on us.

With most of our loans concentrated in LaSalle County, Illinois, a continued decline in local economic conditions could adversely affect the value of the real estate collateral securing our loans. The median home sale prices in LaSalle County have declined approximately 20.5% since late 2009 and a further decline in property values would further diminish our ability to recover on defaulted loans by selling the real estate collateral, making it more likely that we would suffer losses on defaulted loans. Additionally, decreases in asset quality have required and may require further additions to our allowance for loan losses through increased provisions for loan losses, which would hurt our profits. Also, a continued decline in local economic conditions may have a greater effect on our earnings and capital than on the earnings and capital of larger financial institutions whose real estate loan portfolios are more geographically diverse. Real estate values are affected by various factors in addition to local economic conditions, including, among other things, changes in general or regional economic conditions, governmental rules or policies and natural disasters.

We continually encounter technological change, and we may have fewer resources than our competitors to continue to invest in technological improvements.

The financial services industry continues to undergo rapid technological changes, with frequent introductions of new technology-driven products and services. In addition to serving customers better, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success may depend, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We cannot assure you that we will be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.

An interruption in or breach in security of our information systems may result in a loss of customer business.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer

relationship management, general ledger, deposits, and servicing or loan origination systems. The occurrence of any failures or interruptions could result in a loss of customer business and have a material adverse effect on our business, financial condition, results of operations and cash flows.

The trading history of our common stock is characterized by low trading volume. The value of your common stock may be subject to sudden decreases due to the volatility of the price of our common stock.

Although our common stock trades on OTC Electronic Bulletin Board, it has not been regularly traded. We cannot predict the extent to which investor interest in us will lead to a more active trading market in our common stock or how liquid that market might become. A public trading market having the desired characteristics of depth, liquidity and orderliness depends upon the presence in the marketplace of willing buyers and sellers of our common stock at any given time, which presence is dependent upon the individual decisions of investors, over which we have no control.

The market price of our common stock may be highly volatile and subject to wide fluctuations in response to numerous factors, including, but not limited to, the factors discussed in other risk factors and the following:

- actual or anticipated fluctuations in our operating results;
- changes in interest rates;
- changes in the legal or regulatory environment in which we operate;
- press releases, announcements or publicity relating to us or our competitors or relating to trends in our industry;
- changes in expectations as to our future financial performance, including financial estimates or recommendations by securities analysts and investors;
- future sales of our common stock;
- changes in economic conditions in our marketplace, general conditions in the U.S. economy, financial markets or the banking industry; and
- other developments affecting our competitors or us.

These factors may adversely affect the trading price of our common stock, regardless of our actual operating performance, and could prevent you from selling your common stock at or above the price at which you purchased shares. In addition, the stock markets, from time to time, experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of companies. These broad fluctuations may adversely affect the market price of our common stock, regardless of our trading performance.

We operate in a highly regulated environment and we may be adversely affected by changes in laws and regulations.

We are subject to extensive regulation, supervision and examination by the OCC, our chartering authority and the FDIC, as insurer of our deposits. Ottawa Savings Bancorp MHC, Ottawa Savings Bancorp, Inc. and Ottawa Savings Bank are all subject to regulation and supervision by the Federal Reserve Board. Such regulation and supervision governs the activities in which an institution and its holding company may engage, and are intended primarily for the protection of the insurance fund and depositors. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on our operations, the classification of our assets and determination of the level of our allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material impact on our operations.

Recently enacted financial regulatory reform may have a material impact on our operations.

On July 21, 2010, the President signed into law the Dodd-Frank Act. The Dodd-Frank Act restructures the regulation of depository institutions. Under the Dodd-Frank Act, the OTS, which formerly regulated the Bank, was merged into the OCC. Savings and loan holding companies, including Ottawa Savings Bancorp MHC and Ottawa Savings Bancorp, are now regulated by the Federal Reserve Board. The Dodd-Frank Act also created a new federal agency to administer consumer protection and fair lending laws, a function that was formerly performed by the depository institution regulators. The federal preemption of state laws that was formerly accorded federally chartered depository institutions has been reduced as well and State Attorneys General now have greater authority to bring a suit against a federally chartered institution, such as Ottawa Savings Bank, for violations of certain state and federal consumer protection laws. The Dodd-Frank Act also imposes consolidated capital requirements on savings and loan holding companies effective in five years, which will limit our ability to borrow at the holding company and invest the proceeds from such borrowings as capital in Ottawa Savings Bank that could be leveraged to support additional growth. The Dodd-Frank Act contains various other provisions designed to enhance the regulation of depository institutions and prevent the recurrence of a financial crisis such as occurred in 2008-2009. The full impact of the Dodd-Frank Act on our business and operations will not be known for years until regulations implementing the statute are written and adopted. The Dodd-Frank Act may have a material impact on our operations, particularly through increased regulatory burden and compliance costs.

In addition to the enactment of the Dodd-Frank Act, the federal regulatory agencies recently have begun to take stronger supervisory actions against financial institutions that have experienced increased loan losses and other weaknesses as a result of the current economic crisis. The actions include the entering into of written agreements and cease and desist orders that place certain limitations on their operations. Federal bank regulators recently have also been using with more frequency their ability to impose individual minimal capital requirements on banks, which requirements may be higher than those imposed under the Dodd-Frank Act or which would otherwise qualify the bank as being “well capitalized” under the OCC’s prompt corrective action regulations. If we were to become subject to a supervisory agreement or higher individual capital requirements, such action may have a negative impact on our ability to execute our business plans, as well as our ability to grow, pay dividends or engage in mergers and acquisitions and may result in restrictions in our operations. See “Regulation and Supervision—Federal Banking Regulation—Capital Requirements” for a discussion of regulatory capital requirements.

The Federal Reserve Board has adopted an interim final rule which requires Ottawa Savings Bancorp, MHC to notify the Federal Reserve Board if it proposes to waive receipt of dividends from the Company. In addition, the regulations also require that Ottawa Savings Bancorp, MHC obtain the approval of a majority of the eligible votes of members of the Ottawa Savings Bancorp, MHC (generally Bank depositors) before it can waive dividends. For a grandfathered company such as Ottawa Savings Bancorp, MHC that waived dividends prior to December 1, 2009, the Federal Reserve Board may not object to a dividend waiver request if the board of directors of the mutual holding company expressly determines that a waiver of the dividend is consistent with its fiduciary duties to members and the waiver would not be detrimental to the safe and sound operation of the savings association subsidiaries of the holding company. The Federal Reserve Board’s interim final rule regarding dividend waiver requests is subject to comment and there can be no assurances as to the timing of changes to the interim final rule, if any, the form of the final dividend waiver regulations or the effect of such regulations on Ottawa Savings Bancorp, MHC’s ability to waive dividends.

While Ottawa Savings Bancorp, MHC is grandfathered for purposes of the Federal Reserve Board dividend waiver regulations, we cannot assure that the Federal Reserve Board will grant dividend waiver requests in the future and, if granted, there can be no assurance as to the conditions, if any, the Federal Reserve Board will place on future dividend waiver requests. The denial of a dividend waiver request or the imposition of burdensome conditions on an approval of a waiver request may significantly limit the amount of dividends the Company pays in the future, if any.

The Federal Reserve Board policy on remutualization transactions could prohibit acquisition of Ottawa Savings Bancorp, which may adversely affect our stock price.

Current Federal Reserve Board regulations permit a mutual holding company to be acquired by a mutual institution in a remutualization transaction. However, Ottawa Savings Bancorp's former regulator, the OTS, had adopted a policy statement indicating that it viewed remutualization transactions as raising significant issues concerning disparate treatment of minority stockholders and mutual members of the target entity and raising issues concerning the effect on the mutual members of the acquiring entity. The Federal Reserve Board has not adopted a similar policy statement or issued on the matter and future Federal Reserve Board regulation may negatively affect Ottawa Savings Bancorp. Under certain circumstances, the Federal Reserve Board may give these issues special scrutiny and reject applications providing for the remutualization of a mutual holding company unless the applicant can clearly demonstrate that the Federal Reserve Board's concerns are not warranted in the particular case. Should the Federal Reserve Board prohibit or otherwise restrict these transactions in the future, our per share stock price may be adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company is located and conducts its business at the Bank's main office at 925 LaSalle Street, Ottawa, Illinois 61350. The Company owns the building. The Company believes that the current facility is adequate to meet its present and immediately foreseeable needs.

The following table sets forth certain information relating to this facility at December 31, 2011.

<u>Location</u>	<u>Year Opened/ Acquired</u>	<u>Net Book Value at December 31, 2011</u>	<u>Square Footage</u>	<u>Owned/ Leased</u>	<u>Date of Lease Expiration</u>
925 LaSalle Street, Ottawa, IL 61350	1958	\$6,645,000	21,000	Owned	N/A

ITEM 3. LEGAL PROCEEDINGS

The Company and the Bank are not involved in any pending proceedings other than legal proceedings occurring in the ordinary course of business. Such legal proceedings, in the aggregate, are believed by management to be immaterial to the Company's business, financial condition, results of operations and cash flows.

ITEM 4. MINE SAFETY PROCEEDINGS

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the Over-the-Counter ("OTC") Bulletin Board under the symbol "OTTW". At December 31, 2011, the Company had 366 record holders of its common stock. The table below shows the reported high and low sale price of the common stock, as reported on the OTC Bulletin Board and dividends declared during the periods indicated in 2011 and 2010. Quotations reflect inter-dealer prices without mark-up, mark-down or commissions, and may not represent actual transactions.

	2011			2010		
	High	Low	Dividends Declared	High	Low	Dividends Declared
First quarter	\$8.79	\$5.25	\$0.05	\$9.50	\$6.25	\$0.05
Second quarter	\$8.25	\$5.55	\$0.05	\$9.25	\$8.00	\$0.05
Third quarter	\$7.84	\$4.10	\$ —	\$9.25	\$6.48	\$0.05
Fourth quarter	\$5.50	\$3.02	\$ —	\$8.00	\$5.00	\$0.05

Dividend Policy

The Company paid cash dividends of \$0.10 per share during 2011 and \$0.20 per share during 2010. On August 18, 2011, the Company announced that the Board of Directors voted to suspend the equity cash dividend on the Company's common stock in an effort to conserve capital, and that the board intended to reevaluate the payment of a quarterly dividend on a quarter-by-quarter basis. The Board of Directors will declare dividends upon consideration of a number of factors, including capital requirements, the Company's and the Bank's financial condition and results of operations, tax considerations, statutory and regulatory limitations and general economic conditions. No assurances can be given that any dividends will be paid or that, if paid, will not be reduced or eliminated in future periods. Special cash dividends, stock dividends or returns of capital may, to the extent permitted by regulations, be paid in addition to, or in lieu of, regular cash dividends. The Company has filed consolidated tax returns with the Bank. Accordingly, it is anticipated that any future cash distributions made by the Company to its stockholders would be treated as cash dividends and not as a nontaxable return of capital for federal and state income tax purposes.

Dividends from the Company will depend, in large part, upon receipt of dividends from the Bank and ability of the MHC to waive the receipt of dividends paid by the Company to its shareholders. Federal and state law imposes certain limitations on dividends by savings banks and the waiver of receipt of dividends by mutual holding companies. See "Item 1. Business." and "Item 1A. Risk Factors."

Issuer Purchases

	Number of Shares Purchased (1)	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Number of Shares that may yet be Purchased Under the Program (1)
October 1-31, 2011	—	—	—	NA
November 1-30, 2011	1,517	4.25	—	NA
December 1-31, 2011	177	3.50	—	NA
Total	<u>1,694</u>	<u>4.17</u>	<u>—</u>	<u>NA</u>

- (1) The shares were purchased by the Company from recipients of Management Recognition Plan awards, vesting in November and December of 2011, who chose to sell a portion of their shares to pay applicable federal, state, and medicare withholding taxes. For additional information on the Management Recognition Plan, see Note 11 in the notes to the consolidated financial statements.

ITEM 6. SELECTED FINANCIAL DATA

The following tables set forth selected financial and other data of the Company for the periods and at the dates indicated. The information should be read in conjunction with the Consolidated Financial Statements and Notes beginning on page F-2.

	At December 31,		
	2011	2010	2009
	(In Thousands, except per share data)		
Financial Condition Data:			
Total Assets	\$182,950	\$195,127	\$200,697
Loans, net (1)	127,972	135,351	148,700
Securities held to maturity	—	—	721
Securities available for sale	33,007	32,463	27,119
Deposits	159,948	170,831	176,009
Stockholders' Equity	20,413	21,687	22,047
Book Value per common share	\$ 9.64	\$ 10.23	\$ 10.39

(1) Net of loans in process, deferred loan (costs) fees, and allowance for loan losses.

	Years Ended December 31,		
	2011	2010	2009
	(In Thousands, except per share data)		
Operations Data:			
Total interest and dividend income	\$ 8,567	\$9,793	\$10,822
Total interest expense	2,570	3,432	4,745
Net interest income	5,997	6,361	6,077
Provision for loan losses	5,180	3,309	2,911
Other income	758	430	1,048
Other expense	3,770	4,343	3,884
Income tax (benefit) expense	(921)	(354)	94
Net (loss) income	<u><u>\$(1,274)</u></u>	<u><u>\$ (507)</u></u>	<u><u>\$ 236</u></u>
Basic (loss) earnings per share	<u><u>\$ (0.62)</u></u>	<u><u>\$ (0.25)</u></u>	<u><u>\$ 0.12</u></u>
Diluted (loss) earnings per share	<u><u>\$ (0.62)</u></u>	<u><u>\$ (0.25)</u></u>	<u><u>\$ 0.12</u></u>

	At or for the Years Ended December 31,		
	2011	2010	2009
Performance Ratios:			
(Loss) return on average assets	(0.68)%	(0.25)%	0.12%
(Loss) return on average stockholders' equity	(5.97)	(2.26)	1.07
Average stockholders' equity to average assets	11.45	11.10	10.87
Stockholders' equity to total assets at end of period	11.16	11.11	10.99
Net interest rate spread (1)	3.43	3.31	3.02
Net interest margin (2)	3.53	3.43	3.21
Average interest-earning assets to average interest-bearing liabilities	106.61	106.54	107.70
Other expense to average assets	2.02	2.18	1.91
Efficiency ratio (3)	55.81	63.95	54.51
Dividend payout ratio	(0.16)	(0.81)	1.72
Regulatory Capital Ratios:			
Tangible capital (to average assets)	9.38	9.57	9.70
Tier 1 core capital (to average assets)	9.38	9.57	9.70
Total risk-based capital (to risk-weighted assets)	16.76	17.17	17.09
Asset Quality Ratios:			
Net charge-offs (recoveries) to average gross loans outstanding	3.79	1.45	0.64
Allowance for loan losses to gross loans outstanding	3.57	3.35	2.31
Non-performing loans to gross loans	6.53	3.77	4.03
Non-performing assets to total assets (4)	5.04	3.40	3.48
Other Data:			
Number of full-service offices	1	1	1

- (1) The net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (2) The net interest margin represents net interest income as a percent of average interest-earning assets.
- (3) The efficiency ratio represents other expense as a percent of net interest income before the provision for loan losses and other income.
- (4) Non-performing assets consist of non-performing loans and foreclosed real estate. Non-performing loans consist of all loans 90 days or more past due and all loans no longer accruing interest.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

General

This discussion and analysis reflects the Company's consolidated financial statements and other relevant statistical data, and is intended to enhance your understanding of our financial condition and results of operations. The information in this section has been derived from and should be read in conjunction with the consolidated financial statements and notes to the consolidated financial statements, which appear beginning on page F-2.

Our results of operations depend primarily on our net interest income. Net interest income is the difference between the interest income we earn on our interest-earning assets, consisting primarily of loans, investment securities, mortgage-backed securities and other interest-earning assets (primarily cash and cash equivalents), and the interest we pay on our interest-bearing liabilities, consisting of money market accounts, passbook savings accounts, individual retirement accounts and certificates of deposit. Our results of operations also are affected by our provisions for loan losses, non-interest income and non-interest expense. Non-interest income currently consists primarily of fees, service charges, and gains on the sale of loans. Non-interest expense currently consists primarily of salaries and employee benefits, deposit insurance premiums, directors' fees, occupancy, data processing and professional fees. Our results of operations also may be affected significantly by general and local economic and competitive conditions, changes in market interest rates, governmental policies and actions of regulatory authorities.

Critical Accounting Policies

We consider accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income to be critical accounting policies. We consider the allowance for loan losses and deferred income taxes to be our critical accounting policy.

Allowance for Loan Losses. The allowance for loan losses is an amount necessary to absorb known or inherent losses that are both probable and reasonably estimable and is established through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect each borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Deferred Income Taxes. Deferred income tax assets and liabilities are computed for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the

future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Deferred tax assets are also recognized for operating loss and tax credit carry-forwards. Accounting guidance requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a “more likely than not” standard.

Per accounting guidance, the Company reviewed its deferred tax assets at December 31, 2011 and determined that no valuation allowance was necessary. Despite the current year net operating loss and challenging economic environment, the Company has a history of strong earnings, is well-capitalized, and has positive expectations regarding future taxable income.

The deferred tax asset will be analyzed quarterly to determine if a valuation allowance is warranted. However, there can be no guarantee that a valuation allowance will not be necessary in future periods. In making such judgments, significant weight is given to evidence that can be objectively verified. In making decisions regarding any valuation allowance, the Company considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results.

Comparison of Financial Condition at December 31, 2011 and December 31, 2010

The Company's total assets decreased \$12.2 million, or 6.2%, to \$182.9 million at December 31, 2011, from \$195.1 million at December 31, 2010 due primarily to a decrease in loans caused by a combination of normal attrition, pay-downs, loan charge-offs and strategic initiatives to reduce lending exposure. Specifically, the decrease is the result of a decrease in loans of \$7.4 million, a \$3.4 million decrease in federal funds sold, a decrease of \$1.4 million in cash and cash equivalents, a decrease of \$0.8 million in foreclosed real estate due to sales of properties, a decrease to prepaid FDIC insurance premiums of \$0.3 million, and a decrease in premises and equipment of \$0.2 million due to depreciation. The decreases were partially offset by an increase in income tax refunds receivable of \$0.3 million, the deferred tax asset of \$0.3, other assets of \$0.2 million, and securities available for sale of \$0.5 million.

Cash and cash equivalents decreased \$1.4 million, or 32.7%, to \$2.9 million at December 31, 2011 from \$4.4 million at December 31, 2010 primarily as a result of cash used in financing activities exceeded cash provided by investing and operating activities.

Securities available for sale increased \$0.5 million, or 1.7%, to \$33.0 million at December 31, 2011 from \$32.5 million at December 31, 2010 as the Company invested excess funds in the security portfolio to maintain liquidity levels. The increase was primarily the result of purchases of \$14.2 million offset by \$13.4 million in maturities and pay-downs.

Loans, net of the allowance for loan losses, decreased \$7.4 million, or 5.5%, to \$128.0 million at December 31, 2011, from \$135.4 million at December 31, 2010. The decrease in loans, net of the allowance for loan losses, was primarily due to normal attrition and pay-downs and principal reductions exceeding the level of originations in 2011. The Company is focusing its lending efforts on customers based primarily in its local market. Additionally, in this low rate environment our customers have been aggressively accelerating principal payments. Additionally, due to economic conditions continuing to impact our customers, loan demand for 2011 declined significantly.

Foreclosed real estate decreased \$0.8 million, or 59.4%, to \$0.5 million at December 31, 2011, from \$1.3 million at December 31, 2010. The decrease was primarily due to the level of real estate sold during 2011 exceeded the amount acquired through loan foreclosures which has increased due to the continued stress the economic environment has placed on the Company's customers.

Deferred tax assets increased \$0.3 million, or 12.2%, to \$2.7 million at December 31, 2011, from \$2.4 million at December 31, 2010. The increase was primarily due to the net operating loss carry forward created during 2011 which is the result of continued levels of elevated allowance for loan loss provision recorded during 2011 which was \$5.2 million.

Income tax refunds receivable increased \$0.3 million, or 85.1%, to \$0.7 million at December 31, 2011, from \$0.4 million at December 31, 2010. The increase was due to a portion of the 2011 net operating loss being carried back to 2009, thus, creating an income tax refund receivable.

Other assets comprised primarily of prepaid expenses, deferred director compensation accounts, and auto loan repossessions increased \$0.2 million, or 13.6%, to \$1.5 million at December 31, 2011, from \$1.3 million at December 31, 2010. In addition, the prepaid FDIC premiums decreased \$0.3 million, or 39.9%, at December 31, 2011 as a result of the amortization of the prepaid FDIC premiums for 2010.

Total deposits decreased \$10.9 million, or 6.4%, to \$159.9 million at December 31, 2011, from \$170.8 million at December 31, 2010. The decrease is primarily due to decreases in certificates of deposit which declined \$11.0 million overall with most of this decline being specifically related to the CDARS program as the Company decided to focus on in-market deposits. Checking accounts and passbook savings increased \$3.1 million, or 10.4%, from December 31, 2010 to December 31, 2011 due primarily to customers moving funds into non-term products as they wait for a better rate environment. Furthermore, money market accounts declined \$3.0 million.

Other liabilities increased \$0.1 million, or 2.9%, to \$2.5 million at December 31, 2011, from \$2.4 million at December 31, 2010. The increase was primarily due to an increase in the accrued SERP payable of \$0.1 million, an increase in deferred gains on OREO of \$0.1 million and an increase in escrow payable of \$0.1 million, offset by a decline in accounts payable of \$0.2 million.

Equity decreased \$1.3 million, or 5.9%, to \$20.4 million at December 31, 2011, from \$21.7 million at December 31, 2010. The decrease in equity is primarily related to the net loss for the year ended December 31, 2011 of approximately \$1.3 million.

Comparison of Results of Operations for the Years Ended December 31, 2011 and December 31, 2010

General. Net loss for the year ended December 31, 2011 was \$1.3 million compared to a net loss of \$507,000 for the year ended December 31, 2010.

Net Interest Income. The following table summarizes interest and dividend income and interest expense for the years ended December 31, 2011 and 2010.

	2011	Years Ended December 31,		
		2010	\$ change	% change
		(Dollars in thousands)		
Interest and dividend income:				
Interest and fees on loans	\$7,503	\$8,563	\$(1,060)	(12.38)%
Securities:				
Mortgage-backed and related securities	904	975	(71)	(7.28)
U.S. agency securities	84	246	(162)	(65.85)
State and municipal securities	70	—	70	100.00
Non-marketable equity securities	3	1	2	200.00
Interest-bearing deposits	3	8	(5)	(62.50)
Total interest and dividend income	8,567	9,793	(1,226)	(12.52)
Interest expense:				
Deposits	2,570	3,432	(862)	(25.12)
Borrowings	—	—	—	—
Total interest expense	2,570	3,432	(862)	(25.12)
Net interest income	\$5,997	\$6,361	\$ (364)	(5.72)%

Net interest income decreased \$0.4 million, or 5.7%, for the year ended December 31, 2011 compared to the year ended December 31, 2010. Interest and dividend income decreased due to the yield on interest earning assets decreasing from 5.28% to 5.04% and average interest earning assets declining by \$15.6 million. The decline in the loan portfolio contributed to a significant portion of the change in average interest earning assets. The yield on the investment portfolio and the loan portfolio continued to decline as the low rate environment continued during 2011. This decline in interest income was more than offset by a \$0.9 million or 25.1% reduction in interest expense. The cost of funds declined 36 basis points or 18.3% in 2011 due to the low rate environment. Additionally, the average balance of interest bearing liabilities declined by \$14.7 million or 8.5%.

Provision for Loan Losses. Management recorded a loss provision of \$5.2 million for the year ended December 31, 2011, compared to \$3.3 million for the year ended December 31, 2010. The increased loss provision for the year ended December 31, 2011 was in response to the increase in specific reserve recorded for several large relationships where the collateral values deteriorated during 2011 as the distressed economic conditions continue. The \$5.2 million provision for 2011 includes \$2.3 million of additional valuation allowances related to 73 impaired loans totaling \$10.3 million for 36 borrowers evaluated in 2011 primarily for non-residential and one-to-four family customers as these loan segments have been impacted the most during this economic downturn. This compared to \$3.2 million of valuation allowances related to 75 impaired loans totaling \$15.7 million for 36 borrowers evaluated in 2010. Based on a general review of the loans that were in the loan portfolio at December 31, 2011, management believes that the allowance is maintained at a level that represents its best estimate of inherent losses in the loan portfolio that were both probable and reasonably estimable.

Management uses available information to establish the appropriate level of the allowance for loan losses. Future additions or reductions to the allowance may be necessary based on estimates that are susceptible to change as a result of changes in economic conditions and other factors. As a result, our allowance for loan losses may not be sufficient to cover actual loan losses, and future provisions for loan losses could materially adversely affect the Company's operating results. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination.

Other Income. The following table summarizes other income for the years ended December 31, 2011 and 2010.

	<u>2011</u>	<u>Years Ended December 31,</u>		
		<u>2010</u>	<u>\$ change</u>	<u>% change</u>
		<u>(Dollars in thousands)</u>		
Other income:				
Gain (loss) on sale of securities	\$276	\$ (1)	\$ 277	(27,700.00)%
Gain on sale of loans	9	126	(117)	(92.86)
Gain (loss) on sale of OREO	16	(71)	87	(122.54)
Origination of mortgage servicing rights, net of amortization	(29)	19	(48)	(252.63)
Customer service fees	297	272	25	9.19
Income on bank owned life insurance	33	34	(1)	(2.94)
Other	155	51	104	203.92
Total other income	\$757	\$430	\$ 327	76.05%

The increase in other income was primarily due to the gain on sale of securities during the second quarter of 2011. Other elements of other income that increased during 2011 were gain on sale of OREO as the properties sold with gains exceeded those with losses, customer service fees increased due to activity volume and a fee increase implemented during the year and other income was higher related to interest income earned on a tax refund that was received in 2011 for a prior year. These increases were offset slightly by declines in gain on sale

of loans due to a volume decrease in 2011 as there was less activity in this area due to low rates and origination of mortgage servicing rights declining due to amortization exceeding revenue.

Other Expenses. The following table summarizes other expenses for the years ended December 31, 2011 and 2010.

	<u>2011</u>	<u>Years Ended December 31,</u> <u>2010</u>	<u>\$ change</u>	<u>% change</u>
		(Dollars in thousands)		
Other expenses:				
Salaries and employee benefits	\$1,544	\$1,882	\$(338)	(17.96)%
Directors fees	84	84	—	—
Occupancy	486	501	(15)	(2.99)
Deposit insurance premium	274	380	(106)	(27.89)
Legal and professional services	236	248	(12)	(4.84)
Data processing	304	301	3	1.00
Valuation adjustments and expenses on foreclosed real estate	224	418	(194)	(46.41)
Loss on sale of repossessed assets	14	10	4	40.00
Loss on consumer loans	82	—	82	100.00
Other	522	519	3	0.58
Total other expenses	<u>\$3,770</u>	<u>\$4,343</u>	<u>\$(573)</u>	<u>(13.19)%</u>
Efficiency ratio (1)	55.81%	63.95%		

(1) Computed as other expenses divided by the sum of net interest income and other income.

Total other expenses declined in 2011 by \$0.6 million, or 13.2% due primarily to salaries and employee benefits being lower, deposit insurance premiums being lower, and costs to carry foreclosed real estate were lower and legal fees and occupancy were slightly lower. Offsetting these lower expenses were higher expenses on loss on consumer loans which were related to some fraudulent auto loans purchased from a third-party institution. Salary and employee benefits are lower primarily due to having fewer employees and the mix of lower earning employees being higher than in prior years. The deposit insurance premiums are lower due to our balances being lower than in the prior year and the assessment rates being lower due to a change in how the FDIC assesses the premiums. During 2011, the number of foreclosed real estate properties the bank owned declined, resulting in lower carrying costs than in 2010.

Income Taxes. The Company recorded an income tax benefit of \$0.9 million for the year ended December 31, 2011, compared to an income tax benefit of \$0.4 million for the same period in 2010. The effective tax rates for the years ended December 31, 2011 and 2010 were (41.96%) and (41.16%), respectively.

Average Balance Sheet

The following table presents for the periods indicated the total dollar amount of interest income from average interest earning assets and the resultant yields, as well as the interest expense on average interest bearing liabilities, expressed both in dollars and rates. No tax equivalent adjustments were made. All average balances are monthly average balances. Non-accruing loans have been included in the table as loans carrying a zero yield. The amortization of loan fees is included in computing interest income; however, such fees are not material.

	Year Ended December 31,								
	2011			2010			2009		
	(Dollars in Thousands)								
	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST	AVERAGE BALANCE	INTEREST	AVERAGE YIELD/ COST
ASSETS									
Interest-earning assets									
Securities, net (1)	\$ 32,807	\$1,058	3.22%	\$ 32,831	\$1,221	3.72%	\$ 28,329	\$ 1,340	4.73%
Loans receivable, net (2)	130,283	7,503	5.76%	141,800	8,563	6.04%	153,182	9,478	6.19%
Non-marketable equity securities	2,535	3	0.12%	2,535	1	0.04%	2,535	1	0.04%
Other investments	4,394	3	0.07%	8,429	8	0.09%	5,235	3	0.06%
Total interest-earning assets	170,019	<u>\$8,567</u>	<u>5.04%</u>	185,595	<u>\$9,793</u>	<u>5.28%</u>	189,281	<u>\$10,822</u>	<u>5.72%</u>
Non-interest-earning assets	16,512			16,647			14,446		
TOTAL ASSETS	<u>\$186,531</u>			<u>\$202,242</u>			<u>\$203,727</u>		
LIABILITIES AND EQUITY									
Interest-bearing liabilities									
Money Market accounts	\$ 20,544	\$ 129	0.63%	\$ 23,775	\$ 291	1.22%	\$ 16,015	\$ 313	1.95%
Passbook savings accounts ...	13,444	16	0.12%	12,017	32	0.27%	11,569	41	0.35%
Certificates of Deposit accounts	114,205	2,410	2.11%	128,244	3,079	2.40%	137,698	4,347	3.16%
Checking accounts	11,282	15	0.13%	10,164	30	0.30%	9,616	38	0.40%
Advances and borrowed funds	—	—	— %	—	—	— %	855	6	0.70%
Total interest-bearing liabilities	159,475	<u>2,570</u>	<u>1.61%</u>	174,200	<u>3,432</u>	<u>1.97%</u>	175,753	<u>4,745</u>	<u>2.70%</u>
Non-interest-bearing liabilities	5,699			5,599			5,820		
TOTAL LIABILITIES	165,174			179,799			181,573		
EQUITY	21,357			22,443			22,154		
TOTAL LIABILITIES AND EQUITY	<u>\$186,531</u>			<u>\$202,242</u>			<u>\$203,727</u>		
NET INTEREST INCOME		<u>\$5,997</u>			<u>\$6,361</u>			<u>\$ 6,077</u>	
NET INTEREST RATE SPREAD (3)			<u>3.43%</u>			<u>3.31%</u>			<u>3.02%</u>
NET INTEREST MARGIN (4) ..			<u>3.53%</u>			<u>3.43%</u>			<u>3.21%</u>
RATIO OF AVERAGE INTEREST-EARNING ASSETS TO AVERAGE INTEREST-BEARING LIABILITIES									
			106.61%			106.54%			107.70%

(1) Includes unamortized discounts and premiums.

(2) Amount is net of deferred loan origination (costs) fees, undisbursed loan funds, unamortized discounts and allowance for loan losses and includes non-performing loans. Loan fees included in interest income were \$301,000, \$240,000, and \$244,000, for 2011, 2010 and 2009, respectively.

- (3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the average cost of interest-bearing liabilities.
- (4) Net interest margin represents net interest income divided by average interest-earning assets.

Rate/Volume Analysis

The following table shows the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. It distinguishes between the changes related to changes in outstanding balances and those due to the changes in interest rates. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (i.e., changes in volume multiplied by old rate) and (ii) changes in rate (i.e., changes in rate multiplied by old volume). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to the change due to volume and the change due to rate.

	Year Ended December 31,					
	2011 COMPARED TO 2010			2010 COMPARED TO 2009		
	INCREASE (DECREASE) DUE TO VOLUME	RATE	NET	INCREASE (DECREASE) DUE TO VOLUME	RATE	NET
	(Dollars in Thousands)					
Interest earned on						
Securities, net	\$ (1)	\$(162)	\$ (163)	\$ 167	\$ (286)	\$ (119)
Loans receivable, net	(663)	(397)	(1,060)	(687)	(228)	(915)
Non-marketable equity securities	—	2	2	—	—	—
Other investments	(3)	(2)	(5)	3	2	5
Total interest-earning assets	<u>\$(667)</u>	<u>\$(559)</u>	<u>\$(1,226)</u>	<u>\$(517)</u>	<u>\$ (512)</u>	<u>\$(1,029)</u>
Interest expense on						
Money Market accounts	\$ (20)	\$(142)	\$ (162)	\$ 95	\$ (117)	\$ (22)
Passbook savings accounts	2	(18)	(16)	1	(10)	(9)
Certificates of Deposit accounts	(296)	(373)	(669)	(227)	(1,041)	(1,268)
Checking accounts	1	(16)	(15)	2	(10)	(8)
Advances and borrowed funds	—	—	—	—	(6)	(6)
Total interest-bearing liabilities	<u>(313)</u>	<u>(549)</u>	<u>(862)</u>	<u>(129)</u>	<u>(1,184)</u>	<u>(1,313)</u>
Change in net interest income	<u>\$(354)</u>	<u>\$ (10)</u>	<u>\$ (364)</u>	<u>\$(388)</u>	<u>\$ 672</u>	<u>\$ 284</u>

Management of Market Risk

General. The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of residential mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, our Board of Directors has established an Asset/Liability Management Committee which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors. Senior management monitors the level of interest rate risk on a regular basis and the Asset/Liability Management Committee, which consists of senior management operating under a policy adopted by the Board of Directors, meets as needed to review our asset/liability policies and interest rate risk position.

We have sought to manage our interest rate risk in order to limit the exposure of our earnings and capital to changes in interest rates. In an attempt to accomplish this, we offer a variety of floating rate loans based on the prime rate and loans that adjust on one- to-five year intervals, based on various indices including the prime rate and U.S. Treasury securities. In addition, we have attempted to lengthen the maturities of our deposit accounts by

offering proportionately higher interest rates for longer terms, 3-5 year certificate accounts and by increasing our core deposits, in which the overall balances are generally less volatile to interest rate fluctuations than certificate accounts.

For additional information on our risk management strategy, see the sections entitled, “Item 1. Business—Delinquent Loans,” “Item 1. Business—Nonperforming Assets,” “Item 1. Business Ratios,” and “Item 1. Business—Allowance for Loan Losses.”

Net Portfolio Value. The net present value of an institution’s cash flow from assets, liabilities and off balance sheet items (the institution’s net portfolio value or “NPV”) would change in the event of a range of assumed changes in market interest rates. Through December 31, 2011, the OCC (formerly the OTS) provided institutions an interest rate sensitivity report of net portfolio value. For periods subsequent to December 31, 2011, institutions are responsible for valuing their own portfolios, or arranging to obtain the required information from a third-party provider. For December 31, 2011, the Company utilized the data from its third party provider and for December 31, 2010, the Company used the data from the former OTS model. Both models use a discounted cash flow analysis and an option-based pricing approach to measuring the interest rate sensitivity of net portfolio value. Both models estimated the economic value of each type of asset, liability and off-balance sheet contract under the assumption that the United States Treasury yield curve increases by 100 to 300 basis points, or decreases by 100 basis points instantaneously. A basis point equals one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 3% to 4% would mean, for example, a 100 basis point increase in the “Change in Interest Rates” column below.

The tables below set forth, as of the periods indicated, net portfolio value, the estimated changes in our net portfolio value that would result from the designated instantaneous changes in the United States Treasury yield curve.

Year Ended December 31, 2011					
Change In Interest Rates (Basis Points)	Net Portfolio Value			Net Portfolio Value As A Percentage Of Present Value Assets	
	Estimated NPV	Amount Of Change	Percent Of Change	NPV Ratio	Change In Basis Points
			(Dollars In Thousands)		
+300	\$12,671	\$(5,870)	-31.66%	7.66%	(264)
+200	15,290	(3,251)	-17.53%	8.95%	(135)
+100	17,520	(1,021)	-5.51%	9.97%	(33)
0	18,541	—	—	10.30%	—
-100	20,594	2,053	11.07%	11.18%	88

Year Ended December 31, 2010					
Change In Interest Rates (Basis Points)	Net Portfolio Value			Net Portfolio Value As A Percentage Of Present Value Assets	
	Estimated NPV	Amount Of Change	Percent Of Change	NPV Ratio	Change In Basis Points
			(Dollars In Thousands)		
+300	\$14,889	\$(5,292)	-26.00%	7.97%	(221)
+200	17,163	(3,018)	-15.00%	8.98%	(120)
+100	19,008	(1,173)	-6.00%	9.75%	(43)
0	20,181	—	—	10.18%	—
-100	20,608	427	2.00%	10.28%	10

The table above indicates that at December 31, 2011, in the event of a 100 basis point increase in interest rates, we would experience a decrease of approximately 5.5% in net portfolio value. In the event of 200 basis point increase in interest rates, we would experience a decrease of approximately 17.5% in net portfolio value. For a 300 basis point increase in interest rates, we would experience a decrease value of approximately 31.7% in net portfolio value.

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurement. Modeling changes in net portfolio value requires making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the net portfolio value table presented assumes that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or re-pricing of specific assets and liabilities. Accordingly, although the net portfolio value table provides an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

Liquidity and Capital Resources

We maintain liquid assets at levels we believe are adequate to meet our liquidity needs. Our liquidity ratio averaged 6.1% for the year ended December 31, 2011 compared to 10.4% for the year ended December 31, 2010. We adjust our liquidity levels to fund deposit outflows, pay real estate taxes on mortgage loans, repay our borrowings, and to fund loan commitments. We also adjust liquidity as appropriate to meet asset and liability management objectives.

Our primary sources of liquidity are deposits, amortization and prepayment of loans and mortgage-backed securities, maturities of investment securities, other short-term investments, earnings, and funds provided from operations. While scheduled principal repayments on loans and mortgage-backed securities are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competition. We set the interest rates on our deposits to maintain a desired level of total deposits. In addition, we invest excess funds in short-term interest-earning assets, which provide liquidity to meet lending requirements.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows included with the Consolidated Financial Statements which begin on page F-2 of this Form 10-K.

Our primary investing activities are the origination and purchase of one-to-four family, non-residential and multi-family real estate and other loans, including loans originated for sale, and the purchase of investment securities. For the years ended December 31, 2011 and 2010, our loan originations totaled \$13.1 million and \$31.5 million, respectively. For the years ended December 31, 2011 and 2010, we purchased loans totaling \$3.1 million and \$2.0 million, respectively. For the years ended December 31, 2011 and 2010, we received \$0.6 million and \$8.7 million, respectively, from the sale of loans, resulting in gains of \$9,000 and \$127,000, respectively. Cash received from the sales, calls, maturities and pay-downs on securities totaled \$13.4 million and \$18.6 million for the years ended December 31, 2011 and 2010 respectively. We purchased \$14.2 million and \$23.2 million in securities for the years ended December 31, 2011 and 2010, respectively. During 2010, the Company restructured its investment portfolio and reinvested approximately \$12.1 million, representing about half of the purchases in 2010. For a more detailed breakdown of our loan activity, see the section entitled "*Item 1. Business—Loan Origination, Purchase and Sales.*"

Deposit flows are generally affected by the level of interest rates, the interest rates and products offered by local competitors, and other factors. Deposits decreased \$10.9 million for the year ended December 31, 2011 and decreased \$5.2 million for the year ended December 31, 2010. For a more detailed breakdown of our deposit activity, see the section entitled "*Item 1. Business—Deposit Activities and Other Sources of Funds.*"

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the Federal Home Loan Bank of Chicago ("FHLBC") to provide advances and with Bankers Bank of Wisconsin to purchase Federal Funds. We

had no outstanding advances from the FHLBC and no outstanding Federal Funds purchased from Bankers Bank for the years ended December 31, 2011 and 2010. For both years, we had an available borrowing limit of \$46.9 million, based on 20 times the value of our capital stock investment in the FHLBC, in addition to \$5.0 million of available credit from Bankers Bank to purchase Federal Funds.

At December 31, 2011 we had outstanding commitments to originate loans of \$5.4 million, unfunded commitments under lines of credit of \$8.2 million, unfunded commitments on construction loans of \$171,000, and no unfunded standby letters of credit. At December 31, 2011, certificates of deposit scheduled to mature in less than one year totaled \$44.9 million. Based on prior experience, management believes that a significant portion of such deposits will remain with us, although there can be no assurance that this will be the case. In the event a significant portion of our deposits are not retained by us, we will have to utilize other funding sources, such as FHLBC advances, in order to maintain our level of assets. Alternatively, we could reduce our level of liquid assets, such as our cash and cash equivalents. In addition, the cost of such deposits may be significantly higher if market interest rates are higher at the time of renewal.

The Company is a separate legal entity from Ottawa Savings Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders, and interest and principal on outstanding debt, if any. The Company also has repurchased shares of its common stock. The Company's primary source of income is dividends received from Ottawa Savings Bank. The amount of dividends that Ottawa Savings Bank may declare and pay to the Company in any calendar year, without the receipt of prior approval from the Federal Reserve Board, but with prior notice to the Federal Reserve Board, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years. At December 31, 2011, the Company had liquid assets of \$278,000.

Off-Balance Sheet Arrangements and Contractual Obligations

For the year ended December 31, 2011, the Company did not engage in any off-balance sheet transactions reasonably likely to have a material adverse effect in its financial condition, results of operations or cash-flows.

Recent Accounting Pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures: Improving Disclosures About Fair Value Measurements*. ASU 2010-06 requires new disclosures on transfers into and out of Level 1 and 2 measurements of the fair value hierarchy and requires separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures relating to the level of disaggregation and inputs and valuation techniques used to measure fair value. It was effective for the first reporting period (including interim periods) beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchase, sales, issuances, and settlements on a gross basis, which were effective for fiscal years beginning after December 15, 2010 and were adopted by the Company effective January 1, 2011. The remaining disclosure requirements and clarifications made by ASU 2010-06 were adopted by the Company effective January 1, 2010. The adoption of the provisions of this ASU did not have a material impact on the Company's consolidated financial statements.

In July 2010, the FASB issued ASU No. 2010-20, *"Disclosure about the Credit Quality of Financing Receivables and the Allowance for Credit Losses (Topic 310)." The guidance significantly expanded the disclosures that the Company must make about the credit quality of financing receivables and the allowance for credit losses. The objectives of the enhanced disclosures are to provide financial statement users with additional information about the nature of credit risks inherent in the Company's financing receivables, how credit risk is analyzed and assessed when determining the allowance for credit losses, and the reasons for the change in the allowance for credit losses. The disclosures as of the end of the reporting period were effective for the Company's interim and annual periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for the Company's interim and annual periods beginning on or*

after December 15, 2010. The adoption of this accounting guidance significantly expanded existing disclosure requirements but did not have an impact on the Company's financial position, results of operations and cash flows.

In January 2011, the FASB issued ASU No. 2011-01, *Receivables (Topic 310): Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20*. The amendments in ASU No. 2011-01, temporarily delay the effective date of the disclosures about troubled debt restructurings in ASU No. 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, for public entities. The delay was intended to allow the FASB time to complete its deliberations on what constitutes a troubled debt restructuring. The effective date of the new disclosures about troubled debt restructurings for public entities and the guidance for determining what constitutes a troubled debt restructuring were finalized with the issuance of ASU No. 2011-02.

In April 2011, the FASB issued ASU No. 2011-02, *A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*. The provisions of ASU No. 2011-02 provide additional guidance related to determining whether a creditor has granted a concession, including factors and examples for creditors to consider in evaluating whether a restructuring results in a delay in payment that is insignificant, prohibits creditors from using the borrower's effective rate test to evaluate whether a concession has been granted to the borrower, and add factors for creditors to use in determining whether a borrower is experiencing financial difficulties. A provision in ASU No. 2011-02 also ends the FASB's deferral of the additional disclosures about troubled debt restructurings as required by ASU No. 2011-01. The provisions of ASU No. 2011-02 were effective for the Company's reporting period ending September 30, 2011 and have been applied retrospectively to the beginning of the annual period of adoption. The adoption of ASU No. 2011-02 expanded existing disclosure requirements but did not have a material impact on the Company's financial position, results of operations and cash flows.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in ASU No. 2011-04 are to be applied prospectively. The guidance publishes convergence standards on fair value measurement and disclosures. The effective date for adoption is for interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-04 will primarily impact the Company's disclosures, but otherwise is not expected to have a material impact on our consolidated financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. The objective of ASU No. 2011-05 is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. This guidance eliminated the option of presenting components of comprehensive income as a part of the statement of changes in stockholder's equity. They must be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. The effective date for adoption is for interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-05 is not expected to impact the Company's financial position, results of operations or cash flows and will only impact the presentation of other comprehensive income in the financial statements.

In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The Update defers the effective date for amendments to the presentation of reclassifications of items out of accumulated other comprehensive income in ASU No. 2011-05. The Update is effective for the Company January 1, 2012, and is not expected to have a material impact on the Company's financial position or results of operations. All other requirements of ASU 2011-05 are not affected by ASU 2011-12, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of ASU No. 2011-12 is not

expected to impact the Company's financial position, results of operations or cash flows and will only impact the presentation of other comprehensive income in the financial statements.

Impact of Inflation and Changing Prices

The consolidated financial statements and related notes of the Company have been prepared in accordance with GAAP, which generally requires the measurement of financial position and operating results in terms of historical dollars without consideration for changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in nature. As a result, changes in market interest rates have a greater impact on performance than the effects of inflation.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item is incorporated herein by reference to Part II, Item 7, "*Management's Discussion and Analysis of Financial Condition and Results of Operation.*"

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item 8 is contained on pages F-2 through F-43 of this Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision, and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our "disclosure controls and procedures" as contemplated by Exchange Act Rule 13a-15. Based upon their evaluation, and as of the end of the period covered by this report, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective, in all material respects, in timely alerting them to material information relating to the Company (and its consolidated subsidiary) required to be included in the periodic reports the Company is required to file and submit to the SEC under the Exchange Act.

(b) Internal Controls Over Financial Reporting

Management's annual report on internal control over financial reporting is incorporated herein by reference to page 45 of this Annual Report on Form 10-K.

(c) Changes to Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rule 13a-15(d) that occurred during the fourth quarter of 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required in response to this item regarding the Company's directors, executive officers, the audit committee, the audit committee financial expert, the code of ethics and business conduct and compliance with Section 16(a) of the Exchange Act will be contained in the Company's Proxy Statement for its Annual Meeting of Stockholders to be held on May 18, 2011 (the "Proxy Statement") under the captions "*Proposal 1—Election of Directors*," "*Corporate Governance—Meetings and Committees of the Board of Directors*," "*Corporate Governance—Code of Ethics and Business Conduct*," and "*Section 16(a) Beneficial Ownership Reporting Compliance*" and the information included therein is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required in response to this item will be contained in the Proxy Statement under the captions "*Directors' Compensation*," and "*Executive Compensation*" and the information included therein is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

(a) Securities Authorized for Issuance under Equity Compensation Plans.

	Number of Securities to be issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding securities reflected in column a) (c)
Equity Compensation Plans Approved by Stockholders	92,667	10.46	16,353
Equity Compensation Plans not Approved by Stockholders	—	—	—
Total	<u>92,667</u>	<u>10.46</u>	<u>16,353</u>

(b) *Stock Ownership*. The information required in response to this item will be contained in the Proxy Statement under the caption "*Stock Ownership*" and the information included therein is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required in response to this item will be contained in the Proxy Statement under the caption "*Proposal 1—Election of Directors*" and "*Transactions with Related Persons*" and the information included therein is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required in response to this item will be contained in the Proxy Statement under the caption "*Proposal 2—Ratification of Independent Registered Public Accounting Firm*" and the information included therein is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Certificate of Incorporation of Ottawa Savings Bancorp, Inc. (incorporated by reference to Exhibit 3.1 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended)
3.2	Bylaws of Ottawa Savings Bancorp, Inc. (incorporated by reference to Exhibit 3.2 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended)
4.1	Form of Stock Certificate of Ottawa Savings Bancorp, Inc. (incorporated by reference to Exhibit 4.1, to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended)
10.1	Ottawa Savings Bank Employee Stock Ownership Plan and Trust Agreement, (incorporated by reference to Exhibit 10.1 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended)
10.2	ESOP Loan Documents, (incorporated by reference to Exhibit 10.2 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended)
10.4	Amended and Restated Employment Agreement by and between Ottawa Savings Bank, Ottawa Saving Bancorp, Inc. and Jon L. Kranov (incorporated by reference to Exhibit 10.4 to Company's Annual Report on Form 10-K, No.000-51367, filed on March 30, 2009)
10.5	Amended and Restated Employment Agreement by and between Ottawa Savings Bank, Ottawa Saving Bancorp, Inc. and Philip B. Devermann (incorporated by reference to Exhibit 10.5 to Company's Annual Report on Form 10-K, No.000-51367, filed on March 30, 2009).
10.7	Ottawa Savings Bank Employees' Savings and Profit Sharing Plan and Trust, (incorporated by reference to Exhibit 10.7 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended).
10.8	Ottawa Savings Bank Change in Control Severance Compensation Plan, (incorporated by reference to Exhibit 10.8 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on March 18, 2005, as amended)
10.9	Ottawa Savings Bank Voluntary Deferred Compensation Plan (incorporated by reference to Exhibit 10.9 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on May 16, 2005)
10.10	Amendment to Ottawa Savings Bank Voluntary Deferred Compensation Plan for Directors, (incorporated by reference to Exhibit 10.10 to Company's Registration Statement on Form SB-2, No. 333-123455, filed on May 16, 2005, as amended)
10.12	Salary Continuation Agreement between Ottawa Savings Bank and Jon L. Kranov, as amended. (incorporated by reference to Exhibit 10.12 to Company's Annual Report on Form 10-K, No.000-51367, filed on March 30, 2009)
10.13	Salary Continuation Agreement between Ottawa Savings Bank and Philip B. Devermann, as amended. (incorporated by reference to Exhibit 10.13 to Company's Annual Report on Form 10-K, No.000-51367, filed on March 30, 2009)
11.1	Computation of per share earnings (included in Note 1 to the Company's Consolidated Financial Statements)

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
14.1	Ottawa Savings Bancorp, Inc. Code of Ethics and Business Conduct (incorporated by reference to Exhibit 14.1 to Company's 2006 Annual Report on Form 10-KSB, No. 000-51367, filed on March 29, 2007)
21.1	List of Subsidiaries (incorporated by reference to Exhibit 21.1 to Company's 2005 Annual Report on Form 10-KSB, No. 000-51367, filed on March 29, 2006)
23.1	Consent of McGladrey and Pullen, LLP
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.1	Section 1350 Certifications
101.0	The following materials from the Ottawa Savings Bancorp, Inc. Annual Report on form 10-K for the year ended December 31, 2011 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Financial Condition, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Cash Flows and (iv) related notes.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The internal control process has been designed under our supervision to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2011, utilizing the framework established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2011 is effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that accurately and fairly reflect, in reasonable detail, transactions and dispositions of assets; and provide reasonable assurances that: (1) transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States; (2) receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and (3) unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's financial statements are prevented or timely detected.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

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Ottawa Savings Bancorp, Inc. & Subsidiary

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Report of Independent Registered Public Accounting Firm

To the Board of Directors
Ottawa Savings Bancorp, Inc. and Subsidiary

We have audited the accompanying consolidated balance sheets of Ottawa Savings Bancorp, Inc. and Subsidiary (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

/s/ McGLADREY & PULLEN LLP
Chicago, Illinois
March 28, 2012

Ottawa Savings Bancorp, Inc. & Subsidiary

**Consolidated Balance Sheets
December 31, 2011 and 2010**

	2011	2010
Assets		
Cash and due from banks	\$ 1,664,957	\$ 1,604,000
Interest bearing deposits	<u>1,280,508</u>	<u>2,774,835</u>
Total cash and cash equivalents	2,945,465	4,378,835
Federal funds sold	<u>1,627,000</u>	<u>5,016,000</u>
Securities held to maturity (fair value of \$16 and \$18 at December 31, 2011 and 2010, respectively)	<u>15</u>	<u>18</u>
Securities available for sale	<u>33,006,945</u>	<u>32,462,702</u>
Non-marketable equity securities	<u>2,534,952</u>	<u>2,534,952</u>
Loans, net of allowance for loan losses of \$4,747,412 and \$4,703,362 at December 31, 2011 and 2010, respectively	<u>127,971,762</u>	<u>135,350,904</u>
Premises and equipment, net	<u>6,801,376</u>	<u>7,044,780</u>
Accrued interest receivable	<u>691,367</u>	<u>751,769</u>
Foreclosed real estate	<u>542,160</u>	<u>1,333,766</u>
Deferred tax assets	<u>2,690,622</u>	<u>2,398,525</u>
Cash value of life insurance	<u>1,557,106</u>	<u>1,523,690</u>
Prepaid FDIC premiums	<u>394,797</u>	<u>656,646</u>
Income tax refunds receivable	<u>738,658</u>	<u>399,077</u>
Other assets	<u>1,447,980</u>	<u>1,275,156</u>
Total assets	<u>\$182,950,205</u>	<u>\$195,126,820</u>
Liabilities and Stockholders' Equity		
Liabilities		
Deposits:		
Non-interest bearing	\$ 4,038,837	\$ 3,536,364
Interest bearing	<u>155,909,613</u>	<u>167,295,090</u>
Total deposits	159,948,450	170,831,454
Accrued interest payable	<u>1,908</u>	<u>51,750</u>
Other liabilities	<u>2,477,372</u>	<u>2,408,722</u>
Total liabilities	<u>162,427,730</u>	<u>173,291,926</u>
Commitments and contingencies (Note 14)		
Redeemable common stock held by ESOP plan	<u>109,818</u>	<u>148,292</u>
Stockholders' Equity		
Common stock, \$.01 par value, 12,000,000 shares authorized; 2,224,911 shares issued	<u>22,249</u>	<u>22,249</u>
Additional paid-in-capital	<u>8,715,905</u>	<u>8,734,122</u>
Retained earnings	<u>13,015,777</u>	<u>14,374,230</u>
Unallocated ESOP shares	<u>(407,008)</u>	<u>(457,884)</u>
Unearned management recognition plan shares	<u>(41,119)</u>	<u>(168,639)</u>
Accumulated other comprehensive income	<u>428,789</u>	<u>535,867</u>
	<u>21,734,593</u>	<u>23,039,945</u>
Less:		
Treasury stock, at cost; 2011 106,932 shares; 2010 105,238	<u>(1,212,118)</u>	<u>(1,205,051)</u>
Maximum cash obligation related to ESOP shares	<u>(109,818)</u>	<u>(148,292)</u>
Total stockholders' equity	<u>20,412,657</u>	<u>21,686,602</u>
Total liabilities and stockholders' equity	<u>\$182,950,205</u>	<u>\$195,126,820</u>

See Accompanying Notes to Consolidated Financial Statements.

Ottawa Savings Bancorp, Inc. & Subsidiary

**Consolidated Statements of Operations
Years Ended December 31, 2011 and 2010**

	<u>2011</u>	<u>2010</u>
Interest and dividend income:		
Interest and fees on loans	\$ 7,503,210	\$8,563,064
Securities:		
Mortgage-backed and related securities	903,674	974,710
U.S. agency securities	84,166	246,551
State and municipal securities	69,472	—
Dividends on non-marketable equity securities	2,914	913
Interest-bearing deposits	3,495	8,017
Total interest and dividend income	<u>8,566,931</u>	<u>9,793,255</u>
Interest expense:		
Deposits	2,569,586	3,432,455
Borrowings	272	—
Total interest expense	<u>2,569,858</u>	<u>3,432,455</u>
Net interest income	<u>5,997,073</u>	<u>6,360,800</u>
Provision for loan losses	<u>5,180,040</u>	<u>3,308,834</u>
Net interest income after provision for loan losses	<u>817,033</u>	<u>3,051,966</u>
Other income:		
Gain (loss) on sale of securities	276,474	(422)
Gain on sale of loans	9,345	126,515
Gain (loss) on sale of OREO	15,802	(71,352)
Origination of mortgage servicing rights, net of amortization	(29,184)	18,716
Customer service fees	297,055	271,576
Income on bank owned life insurance	33,416	34,033
Other	154,614	51,230
Total other income	<u>757,522</u>	<u>430,296</u>
Other expenses:		
Salaries and employee benefits	1,543,652	1,881,913
Directors fees	84,000	84,037
Occupancy	485,945	501,009
Deposit insurance premium	274,362	380,359
Legal and professional services	236,274	247,830
Data processing	303,619	300,997
Valuation adjustments and expenses on foreclosed real estate	223,932	418,154
Loss on sale of repossessed assets	13,736	10,152
Loss on consumer loans	81,895	—
Other	522,302	518,668
Total other expenses	<u>3,769,717</u>	<u>4,343,119</u>
Loss before income tax benefit	<u>(2,195,162)</u>	<u>(860,857)</u>
Income tax benefit	<u>(921,204)</u>	<u>(354,288)</u>
Net loss	<u><u>\$(1,273,958)</u></u>	<u><u>\$ (506,569)</u></u>
Basic loss per share	<u><u>\$ (0.62)</u></u>	<u><u>\$ (0.25)</u></u>
Diluted loss per share	<u><u>\$ (0.62)</u></u>	<u><u>\$ (0.25)</u></u>

See Accompanying Notes to Consolidated Financial Statements.

Ottawa Savings Bancorp, Inc. & Subsidiary
Consolidated Statements of Stockholders' Equity
Years Ended December 31, 2011 and 2010

	Common Stock	Additional Paid-in Capital	Retained Earnings	Unallocated ESOP Shares	Unearned MRP Shares	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Maximum Cash Obligation Related to ESOP Shares	Total
Balance, December 31, 2009	\$22,249	\$8,726,277	\$15,045,706	\$(508,760)	\$(267,336)	\$ 454,167	\$(1,196,987)	\$(227,906)	\$22,047,410
Comprehensive loss:									
Net loss	—	—	(506,569)	—	—	—	—	—	(506,569)
Other comprehensive income, net of tax:									
Unrealized gains on securities available for sale arising during period, net of taxes of \$41,945	—	—	—	—	—	81,421	—	—	81,421
Reclassification adjustment for losses included in net income, net of tax benefit of \$143	—	—	—	—	—	279	—	—	279
Comprehensive loss	—	—	—	—	—	—	—	—	(424,869)
Allocation of 5,088 of ESOP shares	—	(11,719)	—	50,876	—	—	—	—	39,157
Reclassification adjustment for 3,489 MRP shares purchased at \$13.46 per share, granted at \$6.00 per share	—	(26,028)	—	—	26,028	—	—	—	—
Compensation expense on MRP awards granted	—	—	—	—	72,669	—	—	—	72,669
Compensation expense on RRP options granted	—	45,592	—	—	—	—	—	—	45,592
Cash dividends paid, \$0.20 per share	—	—	(164,907)	—	—	—	—	—	(164,907)
Purchase of 1,372 treasury shares	—	—	—	—	—	—	(8,064)	—	(8,064)
Change related to ESOP shares cash obligation	—	—	—	—	—	—	—	79,614	79,614
Balance, December 31, 2010	22,249	8,734,122	14,374,230	(457,884)	(168,639)	535,867	(1,205,051)	(148,292)	21,686,602
Comprehensive loss:									
Net loss	—	—	(1,273,958)	—	—	—	—	—	(1,273,958)
Other comprehensive income, net of tax:									
Unrealized gains on securities available for sale arising during period, net of taxes of \$38,840	—	—	—	—	—	75,395	—	—	75,395
Reclassification adjustment for gains included in net income, net of taxes of \$94,001	—	—	—	—	—	(182,473)	—	—	(182,473)
Comprehensive loss	—	—	—	—	—	—	—	—	(1,381,036)
Allocation of 5,087 of ESOP shares	—	(21,694)	—	50,876	—	—	—	—	29,182
Reclassification adjustment for 5,235 MRP shares purchased at \$13.46 per share, granted at \$4.25 per share	—	(48,214)	—	—	48,214	—	—	—	—
Compensation expense on MRP awards granted	—	—	—	—	79,306	—	—	—	79,306
Compensation expense on RRP options granted	—	51,691	—	—	—	—	—	—	51,691
Cash dividends paid, \$0.10 per share	—	—	(84,495)	—	—	—	—	—	(84,495)
Purchase of 1,694 treasury shares	—	—	—	—	—	—	(7,067)	—	(7,067)
Change related to ESOP shares cash obligation	—	—	—	—	—	—	—	38,474	38,474
Balance, December 31, 2011	\$22,249	\$8,715,905	\$13,015,777	\$(407,008)	\$(41,119)	\$ 428,789	\$(1,212,118)	\$(109,818)	\$20,412,657

See Accompanying Notes to Consolidated Financial Statements.

Ottawa Savings Bancorp, Inc. & Subsidiary

Consolidated Statements of Cash Flows
Years Ended December 31, 2011 and 2010

	2011	2010
Cash Flows from Operating Activities		
Net loss	\$ (1,273,958)	\$ (506,569)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	243,404	257,348
Provision for loan losses	5,180,040	3,308,834
Provision for deferred income taxes	(236,936)	(538,776)
Net amortization of premiums and discounts on securities	380,286	149,589
(Gain) loss on sale of securities	(276,474)	422
Origination of mortgage loans held for sale	(598,230)	(8,713,355)
Proceeds from sale of mortgage loans held for sale	607,575	8,839,870
Gain on sale of loans, net	(9,345)	(126,515)
Origination of mortgage servicing rights, net of amortization	29,184	(18,716)
(Gain) loss on sale of foreclosed real estate	(15,802)	71,352
Write down of foreclosed real estate	52,513	266,110
Loss on sale of repossessed assets	13,736	10,152
Loss on consumer loans	81,895	—
ESOP compensation expense	29,182	39,157
MRP compensation expense	79,306	72,669
Compensation expense on RRP options granted	51,691	45,592
Increase in cash surrender value of life insurance	(33,416)	(34,033)
Change in assets and liabilities:		
Decrease in prepaid FDIC insurance premiums	261,849	356,437
Decrease in accrued interest receivable	60,402	137,793
Increase in other assets	(190,404)	(325,876)
Increase in income tax refunds receivable	(339,581)	—
(Decrease) increase in accrued interest payable and other liabilities	(64,693)	48,141
Net cash provided by operating activities	<u>4,032,224</u>	<u>3,339,626</u>
Cash Flows from Investing Activities		
Securities available for sale:		
Purchases	(14,187,107)	(23,234,547)
Sales, calls, maturities and paydowns	13,376,814	17,888,960
Securities held to maturity:		
Sales, maturities and paydowns	2	696,569
Net decrease in loans	1,669,673	8,151,163
Net decrease (increase) in federal funds sold	3,389,000	(1,099,000)
Proceeds from sale of foreclosed real estate	1,216,274	994,042
Proceeds from sale of repossessed assets	44,316	39,892
Purchase of premises and equipment	—	(19,893)
Net cash provided by investing activities	<u>5,508,972</u>	<u>3,417,186</u>
Cash Flows from Financing Activities		
Net decrease in deposits	(10,883,004)	(5,177,798)
Cash dividends paid	(84,495)	(164,907)
Purchase of treasury stock	(7,067)	(8,064)
Net cash used in financing activities	<u>(10,974,566)</u>	<u>(5,350,769)</u>
Net (decrease) increase in cash and cash equivalents	<u>(1,433,370)</u>	<u>1,406,043</u>
Cash and cash equivalents:		
Beginning	4,378,835	2,972,792
Ending	<u>\$ 2,945,465</u>	<u>\$ 4,378,835</u>

(Continued)

Ottawa Savings Bancorp, Inc. & Subsidiary
Consolidated Statements of Cash Flows (continued)
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest paid to depositors	\$2,619,428	\$3,524,951
Interest paid on borrowings	272	—
Income taxes paid, net of refunds received	(245,213)	602,869
Supplemental Schedule of Noncash Investing and Financing Activities		
Real estate acquired through or in lieu of foreclosure	1,955,063	2,609,733
Other assets acquired in settlement of loans	69,656	56,928
Sale of foreclosed real estate through loan origination	1,577,185	777,272
Deferred gains on the sale of OREO properties	83,501	—
(Asset) due to the recording of ESOP put options	(38,474)	(79,614)

See Accompanying Notes to Consolidated Financial Statements.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies

Principles of consolidation

The accompanying consolidated financial statements include the accounts of Ottawa Savings Bancorp, Inc. (the Company) and its wholly owned subsidiary Ottawa Savings Bank (the Bank). All significant intercompany transactions and balances are eliminated in consolidation.

Entity structure

In 2005, the Board of Directors of the Bank unanimously adopted a plan of conversion providing for the conversion of the Bank from an Illinois chartered mutual savings bank to a federally chartered stock savings bank and the purchase of all of the common stock of the Bank by the Company. The depositors of the Bank approved the plan at a meeting held in 2005.

In adopting the plan, the Board of Directors of the Bank determined that the conversion was advisable and in the best interests of its depositors and the Bank. The conversion was completed in 2005 when the Company issued 1,223,701 shares of common stock to Ottawa Savings Bancorp MHC (a mutual holding company), and 1,001,210 shares of common stock to the public. As of December 31, 2011, Ottawa Savings Bancorp MHC holds 1,223,701 shares of common stock, representing 57.8% of the Company's common shares outstanding.

Nature of business

The primary business of the Company is the ownership of the Bank. Through the Bank, the Company is engaged in providing a variety of financial services to individual and corporate customers in the Ottawa, Illinois area, which is primarily an agricultural area consisting of several rural communities with small to medium sized businesses. The Bank's primary source of revenue is interest and fees related to single-family residential loans to middle-income individuals.

Use of estimates

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change relate to the fair value of securities available for sale, the determination of the allowance for loan losses and the liability for postretirement benefits.

Concentration of credit risk

Most of the Bank's business activity is with customers within the local Ottawa area. The Bank does not have any significant concentrations to any one industry or customer.

Cash and cash equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand and amounts due from banks, including cash items in process of clearing. Cash flows from loans, deposits, and federal funds sold or purchased are treated as net increases or decreases in the statement of cash flows.

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Investment securities

Debt securities that management has the positive intent and ability to hold to maturity are classified as “held to maturity” and reported at amortized cost.

Debt securities classified as available for sale are those debt securities that the Company intends to hold for an indefinite period of time, but not necessarily to maturity. Any decision to sell a security classified as available for sale would be based on various factors, including significant movements in interest rates, changes in maturity mix of the Company’s assets and liabilities, liquidity needs, regulatory capital considerations and other similar factors. Securities available for sale are carried at fair value. The difference between the fair value and amortized cost, adjusted for amortization of premium and accretion of discounts, computed by the interest method over their contractual maturity, results in an unrealized gain or loss. Unrealized gains or losses are reported as accumulated other comprehensive income (loss), net of the related deferred tax effect and are included as a component of stockholders’ equity. Gains or losses from the sale of securities are determined using the specific identification method and are included in earnings. Declines in the fair value of available for sale securities below their amortized cost basis that are deemed to be other than temporary are reflected in earnings as realized losses. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. In addition, management monitors market trends and current events in order to identify trends and circumstances that might impact the carrying value of securities.

To determine if an “other-than-temporary” impairment exists on an investment security, the Company first determines if (a) it intends to sell the security or (b) it is more likely than not that it will be required to sell the security before its anticipated recovery. If either of the conditions is met, the Company will recognize an “other-than-temporary” impairment in earnings equal to the difference between the security’s fair value and its adjusted cost basis. If neither of the conditions is met, the Company determines (a) the amount of the impairment related to credit loss and (b) the amount of the impairment due to all other factors. The difference between the present values of the cash flows expected to be collected and the amortized cost basis is the credit loss. The credit loss is the portion of the other-than-temporary impairment that is recognized in earnings and is a reduction to the cost basis of the security. The portion of total impairment related to all other factors is included in other comprehensive income (loss).

Non-marketable equity securities

Investments in the Federal Home Loan Bank of Chicago, Bankers Bank of Wisconsin, and the Upper Illinois River Valley Development Corporation are carried at cost.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

We perform a review of all the Bank's investments on an ongoing basis for the presence of OTTI. This evaluation includes our investment in Federal Home Loan Bank of Chicago (FHLBC) stock. The Company is required to maintain these equity securities as a member of the FHLBC. FHLBC stock is carried at par and does not have a readily determinable fair value. The Company views its investment in the FHLBC as a long-term investment. Accordingly, the determination of whether these investments are impaired is based on our assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as: (1) the significance of any decline in net assets of the FHLBC as compared to the capital stock amount for the FHLBC and the length of time this situation has persisted, (2) commitments by the FHLBC to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLBC, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLBC and (4) the liquidity position of the FHLBC.

Loans

The Bank primarily lends to small and mid-sized businesses, non-residential real estate customers and consumers providing mortgage, commercial and consumer loans. A substantial portion of the loan portfolio is represented by mortgage loans throughout Ottawa, Illinois and the surrounding area. The ability of the Bank's debtors to honor their contracts is dependent upon the real estate and general economic conditions in this area.

It is the Bank's policy to review each prospective credit in order to determine the appropriateness and the adequacy of security or collateral prior to making a loan. In the event of borrower default, the Bank seeks recovery in compliance with state lending laws, the Bank's lending standards, and credit monitoring and remediation procedures.

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are generally reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield over the contractual life of the loan using the interest method.

The following portfolio segments and classes of loan receivables have been identified by the Company:

- Commercial
- Non-residential real estate
- One-to-four family real estate
- Multi-family real estate
- Consumer direct
- Purchased auto loans

Generally, for all classes of loans receivable, loans are considered past due when contractual payments are delinquent for 31 days or greater. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

For all classes of loans receivable, loans will generally be placed on nonaccrual status when the loan has become over 90 days past due (unless the loan is well secured and in the process of collection).

When a loan is placed on nonaccrual status, income recognition is ceased. Previously recorded but uncollected amounts of interest on nonaccrual loans are reversed at the time the loan is placed on nonaccrual status. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual status. Should full collection of principal be expected, cash collected on nonaccrual loans can be recognized as interest income.

For all classes of loans receivable, nonaccrual loans may be restored to accrual status provided the following criteria are met:

- The loan is current, and all principal and interest amounts contractually due have been made,
- All principal and interest amounts contractually due, including past due payments, are reasonably assured of repayment within a reasonable period, and
- There is a period of minimum repayment performance, as follows, by the borrower in accordance with contractual terms:
 - Six months of repayment performance for contractual monthly payments, or
 - One year of repayment performance for contractual quarterly or semi-annual payments.

Troubled debt restructuring exists when the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession (either imposed by court order, law, or agreement between the borrower and the Company) to the borrower that it would not otherwise consider. The Company is attempting to maximize its recovery of the balances of the loans through these various concessionary restructurings.

The following criteria, related to granting a concession, together or separately, create a troubled debt restructuring:

- A modification of terms of a debt such as one or a combination of:
 - The reduction of the stated interest rate.
 - The extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk.
 - The reduction of the face amount or maturity amount of the debt as stated in the instrument or other agreement.
 - The reduction of accrued interest.
 - A transfer from the borrower to the Company of receivables from third parties, real estate, other assets, or an equity position in the borrower to fully or partially satisfy a loan.

Allowance for loan losses

For all portfolio segments, the allowance for loan losses is an amount necessary to absorb known and inherent losses that are both probable and reasonably estimable and is established through a provision for loan losses charged to earnings. Loan losses, for all portfolio segments, are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

For all portfolio segments, the allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. In addition, regulatory agencies, as an integral part of their examination process, periodically review the allowance for loan losses and may require the Company to make additions to the allowance based upon their judgment about information available to them at the time of their examinations.

A discussion of the risk characteristics and the allowance for estimated losses on loans by each portfolio segment follows:

For commercial loans, the Company focuses on small and mid-sized businesses that have annual revenues below \$5,000,000 with primary operations as wholesalers, manufacturers, building contractors, business services companies, and retailers. The Company provides a wide range of commercial loans, including lines of credit for working capital and operational purposes, and term loans for the acquisition of facilities, equipment and other purposes. The Company also originates commercial loans through Bankers Health Group (BHG). BHG specializes in loans to healthcare professionals of all specialties throughout the United States. The loans for BHG are primarily comprised of working capital and equipment loans. We underwrite these loans based on our criteria and service the loans in-house. Approval is generally based on the following factors:

- Ability and stability of current management of the borrower;
- Stable earnings with positive financial trends;
- Sufficient cash flow to support debt repayment;
- Earnings projections based on reasonable assumptions;
- Financial strength of the industry and business; and
- Value and marketability of collateral.

Collateral for commercial loans generally includes accounts receivable, inventory, and equipment. The lending policy specifies approved collateral types and corresponding maximum advance percentages. The value of collateral pledged on loans must exceed the loan amount by a margin sufficient to absorb potential erosion of its value in the event of foreclosure and cover the loan amount plus costs incurred to convert it to cash. The lending policy specifies maximum term limits for commercial loans. For term loans, the maximum term is 5 years. Generally, term loans range from 3 to 5 years. For lines of credit, the maximum term is 365 days. In addition, the Company often takes personal guarantees as support for repayment. Loans may be made on an unsecured basis if warranted by the overall financial condition of the borrower.

Non-residential real estate loans are subject to underwriting standards and processes similar to commercial loans, in addition to those standards and processes specific to real estate loans. Collateral for non-residential real estate loans generally includes the underlying real estate and improvements, and may include additional assets of the borrower. The lending policy specifies maximum loan-to-value limits based on the category of non-residential real estate (non-residential real estate loans on improved property, raw land, land development, and commercial construction). These limits are the same limits established by regulatory authorities. The lending policy also includes guidelines for real estate appraisals, including minimum appraisal standards based on certain transactions. In addition, the Company often takes personal guarantees as support for repayment.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

Some of the non-residential loans that the Company originates finance the construction of residential dwellings and land development. These loans generally can be made with a maximum loan to value ratio of 80% of the appraised value with a maximum term of 30 years. For land development, the loans generally can be made with a maximum loan to value ratio of 70% and a maximum term up to 10 years. Additionally, the Company will underwrite commercial construction loans for commercial development projects including condominiums, apartment buildings, single-family subdivisions, single-family speculation loans, as well as owner-occupied properties used for business. These loans provide for payment of interest only during the construction phase and may, in the case of an apartment or commercial building, convert to a permanent loan upon completion. In the case of a single family subdivision or construction or builder loan, as individual lots are sold, the principal balance is reduced by a minimum of 80% of the net lot sales price. In the case of a commercial construction loan, the construction period may be from nine months to two years. Loans are generally made to a maximum of 70% of the appraised value as determined by an appraisal of the property made by an independent state certified general real estate appraiser. Periodic inspections are required of the property during the term of the construction loan for both residential and commercial construction loans.

In addition, management tracks the level of owner-occupied real estate loans versus non-owner occupied loans. Owner occupied loans are generally considered to have less risk. As of December 31, 2011, the Company was below its policy limit for this type of loan which is 250% of total risk-based capital. Additionally, the Company's lending policy limits non-residential lending to 300% of total risk-based capital. The Company was in compliance with this policy limit as well as of December 31, 2011. Exceeding these limits warrants the use of heightened risk management practices in accordance with regulatory guidelines.

In some instances for all loans, it may be appropriate to originate or purchase loans that are exceptions to the guidelines and limits established within the lending policy described above and below. In general, exceptions to the lending policy do not significantly deviate from the guidelines and limits established within the lending policy and, if there are exceptions, they are clearly noted as such and specifically identified in loan approval documents.

For commercial and non-residential real estate loans, the allowance for estimated losses on loans consists of specific and general components. For loans that are considered impaired as defined below, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan.

For commercial loans and non-residential real estate loans, a loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and non-residential loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

The general component consists of quantitative and qualitative factors and covers non-impaired loans. The quantitative factors are based on historical loss experience adjusted for qualitative factors. The historical loss

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

experience is determined by portfolio segment and is based on the actual loss history experienced by the Company during the most recent eight quarters with heavier weighting given to the most recent quarters. This actual loss experience is supplemented with other factors based on the risks present for each portfolio segment. These factors include consideration of the following:

- Levels of and trends in delinquencies and impaired loans
- Levels of and trends in charge-offs and recoveries
- Trends in volume and terms of loans
- Effects of any changes in risk selection and underwriting standards
- Other changes in lending policies, procedures and practices
- Experience, ability and depth of lending management and other relevant staff
- National and local economic trends and conditions
- Industry conditions
- Effects of changes in credit concentrations

Beginning in 2010, the Company hired an independent firm to perform a loan review annually to validate the risk ratings on commercial and non-residential loans. Additionally, the review includes an analysis of debt service requirements, covenant compliance, if applicable, and collateral adequacy. They also perform a documentation review on selected loans to ensure the credit is properly documented and closed in accordance with approval authorities and conditions.

Generally, the Company's one-to-four family real estate loans conform to the underwriting requirements of Freddie Mac and Fannie Mae to allow the Company to resell loans in the secondary market. The Company structures most loans that will not conform to those underwriting requirements as adjustable rate mortgages that mature or adjust in one to five years, and then retain these loans in the portfolio. The lending policy establishes minimum appraisal and other credit guidelines. The Company also participates with the USDA Rural Development Company to offer loans to qualifying customers. Loans are granted up to 100% of appraised value and the USDA guarantees up to 90% of the loan. These loans require no down payment but are subject to maximum income limitations.

The Company also originates loans for multi-family dwellings. These loans follow underwriting requirements similar to commercial loans, in addition to those standards and processes specific to real estate loans. Collateral for multi-family real estate loans generally includes the underlying real estate and improvements, and may include additional assets of the borrower. The lending policy specifies maximum loan-to-value limits based on the type of property. The lending policy also includes guidelines for real estate appraisals, including minimum appraisal standards based on certain transactions. Additionally, the Company often takes personal guarantees as support for repayment.

The Company provides many types of installment and other consumer loans including motor vehicle, home improvement, share loans, personal unsecured loans, home equity, and small personal credit lines. The lending policy addresses specific credit guidelines by consumer loan type. Unsecured loans generally have a maximum borrowing limit of \$25,000 and a maximum term of four years.

The procedures for underwriting consumer loans include an assessment of the applicant's payment history on other debts and ability to meet existing obligations and payments on the proposed loans. Although the applicant's credit-worthiness is a primary consideration, the underwriting process also includes a comparison of the value of the collateral, if any, to the proposed loan amount.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

The Company purchases auto loans from regulated financial institutions. These types of loans are primarily low balance individual auto loans. The Company reviews the loans at least three days prior to the purchase. Any specific loan can be refused within thirty days of the sale of any given loan pool.

For residential real estate loans, multi-family, consumer direct loans (e.g. installment, in-house auto, other consumer loans, etc.) and purchased auto loans, the allowance for estimated losses on loans consists of a specific and general component. The specific component is evaluated for only loans that are classified as impaired, which is based on current information and events it is probable that the company will be unable to collect the scheduled payments according to the terms of the agreement. Impairment on these is measured on a case-by-case basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent. For large groups of smaller balance homogenous loans that are under 90 days past due, they are collectively evaluated for impairment. To determine the general component, the Company applies quantitative factors based on historical charge-off experience in total for each segment. Additionally, the historical loss factors are adjusted based on qualitative factors determined by the Company which impact each segment.

For residential real estate, multi-family loans, consumer direct loans and purchased auto loans, individual loans are not risk ranked individually. They are only classified when the borrower is 90 days or more past due or if the borrower has another loan with the Company and that loan is over 90 days past due then the entire relationship is classified as substandard and all loans are evaluated for impairment.

Troubled debt restructurings are considered impaired loans and are subject to the same allowance methodology as described above for impaired loans by portfolio segment.

Servicing

Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. For sales of mortgage loans, a portion of the cost of originating the loan is allocated to the servicing right based on fair value. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. Capitalized servicing rights are amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets.

Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights into tranches based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the capitalized amount for the tranche. If the Company later determines that all or a portion of the impairment no longer exists for a particular tranche, a reduction of the allowance may be recorded as an increase to income.

Servicing fee income is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

Transfers of financial assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Foreclosed real estate

Real estate properties acquired through, or in lieu of, loan foreclosure are initially recorded at fair value less estimated costs to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less estimated cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in other expenses.

Income taxes

Deferred income tax assets and liabilities are computed quarterly for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to amounts which are more likely than not realizable. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation process, if any. A tax position that meets the more likely than not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more likely than not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized. The Company has no uncertain tax positions for which a liability has been recorded. The Company is no longer subject to examination by federal or state taxing authorities for the tax year 2007 and the years prior.

Premises and equipment

Land is carried at cost. Premises and equipment are carried at cost, less accumulated depreciation. Premises and equipment are depreciated using the straight-line and accelerated depreciation methods over the estimated useful lives of the assets:

	<u>Years</u>
Buildings	5-50
Furniture and equipment	5-39

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

Employee stock ownership plan

The Bank has an employee stock ownership plan (ESOP) covering substantially all employees. The cost of shares issued to the ESOP but not yet allocated to participants is presented in the consolidated balance sheets as a reduction of stockholders' equity. Compensation expense is recorded based on the market price of the shares as they are committed to be released for allocation to participant accounts.

Stock-based compensation

The Company recognizes compensation cost for all stock-based awards based on the estimated grant date fair value. The fair value of stock options are estimated using a Black-Scholes option pricing model and amortized to expense over the option's vesting periods, as more fully disclosed in Note 11.

Off-balance-sheet financial instruments

Financial instruments include off-balance-sheet credit instruments, such as commitments to originate loans, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Comprehensive income (loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) includes unrealized gains and losses on securities available for sale net of the related tax effect, which are also recognized as separate components of stockholders' equity.

Loss contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. In the normal course of business, management will reach settlements over legal issues which are recorded in the period received. Management does not believe there are any such matters that will have a material effect on the consolidated financial statements.

Fair value measurements

In accordance with the provisions of FASB ASC 820, *Fair Value Measurements and Disclosures*, fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants and are not adjusted for transaction costs. This guidance also establishes a framework for measuring fair value and expands disclosure of fair value measurements. See Note 15 for additional information.

Fair value of financial instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 16. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

Earnings (loss) per share

Basic earnings (loss) per share is based on net income (loss) divided by the weighted average number of shares outstanding during the period, including allocated and committed-to-be-released Employee Stock Ownership Plan ("ESOP") shares and vested Management Recognition Plan ("MRP") shares. Diluted earnings (loss) per share show the dilutive effect, if any, of additional common shares issuable under stock options and awards. See Note 11 for additional information on the MRP and RRP plans.

	Years ended December 31,	
	2011	2010
Net loss available to common stockholders	\$(1,273,958)	\$ (506,569)
Basic potential common shares:		
Weighted average shares outstanding	2,119,501	2,120,907
Weighted average unallocated Employee Stock Ownership Plan shares	(43,432)	(48,519)
Weighted average unvested MRP shares	(10,015)	(20,351)
Basic weighted average shares outstanding	2,066,054	2,052,037
Dilutive potential common shares:		
Weighted average unrecognized compensation on MRP shares*	—	—
Weighted average RRP options outstanding *	—	—
Dilutive weighted average shares outstanding	2,066,054	2,052,037
Basic loss per share	\$ (0.62)	\$ (0.25)
Diluted loss per share	\$ (0.62)	\$ (0.25)

* The effect of share options and the unrecognized share compensation for both 2011 and 2010 were not included in the calculation of diluted earnings per share because to do so would have been anti-dilutive.

Segment reporting

The Company views the Bank as one operating segment, therefore, separate reporting of financial segment information is not considered necessary. The Company approaches the Bank as one business enterprise which operates in a single economic environment since the products and services, types of customers and regulatory environment all have similar characteristics.

Reclassifications

Certain items in the prior year financial statements were reclassified to conform to the current presentation with no impact on previously reported net loss, assets or stockholders' equity.

Recent accounting pronouncements

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures: Improving Disclosures About Fair Value Measurements*. ASU 2010-06 requires new disclosures on transfers into and out of Level 1 and 2 measurements of the fair value hierarchy and requires separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

disclosures relating to the level of disaggregation and inputs and valuation techniques used to measure fair value. It was effective for the first reporting period (including interim periods) beginning after December 15, 2009, except for the requirement to provide the Level 3 activity of purchase, sales, issuances, and settlements on a gross basis, which was effective for fiscal years beginning after December 15, 2010 and was adopted by the Company effective January 1, 2011. The remaining disclosure requirements and clarifications made by ASU 2010-06 were adopted by the Company effective January 1, 2010. The adoption of the provisions of this ASU did not have a material impact on the Company's consolidated financial statements.

In July 2010, the FASB issued ASU No. 2010-20, *Disclosure about the Credit Quality of Financing Receivables and the Allowance for Credit Losses (Topic 310)*. The guidance significantly expanded the disclosures that the Company must make about the credit quality of financing receivables and the allowance for credit losses. The objectives of the enhanced disclosures are to provide financial statement users with additional information about the nature of credit risks inherent in the Company's financing receivables, how credit risk is analyzed and assessed when determining the allowance for credit losses, and the reasons for the change in the allowance for credit losses. The disclosures as of the end of the reporting period were effective for the Company's interim and annual periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for the Company's interim and annual periods beginning on or after December 15, 2010. The adoption of this accounting guidance significantly expanded existing disclosure requirements but did not have an impact on the Company's financial position, results of operations and cash flows.

In January 2011, the FASB issued ASU No. 2011-01, *Receivables (Topic 310): Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20*. The amendments in ASU No. 2011-01, temporarily delay the effective date of the disclosures about troubled debt restructurings in ASU No. 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, for public entities. The delay was intended to allow the FASB time to complete its deliberations on what constitutes a troubled debt restructuring. The effective date of the new disclosures about troubled debt restructurings for public entities and the guidance for determining what constitutes a troubled debt restructuring were finalized with the issuance of ASU No. 2011-02.

In April 2011, the FASB issued ASU No. 2011-02, *A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*. The provisions of ASU No. 2011-02 provide additional guidance related to determining whether a creditor has granted a concession, including factors and examples for creditors to consider in evaluating whether a restructuring results in a delay in payment that is insignificant, prohibits creditors from using the borrower's effective rate test to evaluate whether a concession has been granted to the borrower, and add factors for creditors to use in determining whether a borrower is experiencing financial difficulties. A provision in ASU No. 2011-02 also ended the FASB's deferral of the additional disclosures about troubled debt restructurings as required by ASU No. 2011-01. The provisions of ASU No. 2011-02 were effective for the Company's reporting period ending September 30, 2011 and have been applied retrospectively to the beginning of the annual period of adoption. The adoption of ASU No. 2011-02 expanded existing disclosure requirements but did not have a material impact on the Company's financial position, results of operations and cash flows.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The amendments in ASU No. 2011-04 are to be applied prospectively. The guidance publishes convergence standards on fair value measurement and disclosures. The effective date for adoption is for interim and annual periods

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

beginning after December 15, 2011. The adoption of ASU No. 2011-04 will primarily impact the Company's disclosures, but otherwise is not expected to have a material impact on our consolidated financial position or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. The objective of ASU No. 2011-05 is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. This guidance eliminated the option of presenting components of comprehensive income as a part of the statement of changes in stockholder's equity. They must be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. The effective date for adoption is for interim and annual periods beginning after December 15, 2011. The adoption of ASU No. 2011-05 is not expected to impact the Company's financial position, results of operations or cash flows and will only impact the presentation of other comprehensive income in the financial statements.

In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The Update defers the effective date for amendments to the presentation of reclassifications of items out of accumulated other comprehensive income in ASU No. 2011-05. The Update is effective for the Company January 1, 2012, and is not expected to have a material impact on the Company's financial position or results of operations. All other requirements of ASU 2011-05 are not affected by ASU 2011-12, including the requirement to report comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of ASU No. 2011-12 is not expected to impact the Company's financial position, results of operations or cash flows and will only impact the presentation of other comprehensive income in the financial statements.

Note 2. Restrictions on Cash and Amounts Due from Banks

The Bank is required to maintain average balances on hand with the Federal Reserve Bank. At December 31, 2011 and 2010, these reserve balances amounted to \$250,000.

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 3. Investment Securities

The amortized cost and fair values of investment securities, with gross unrealized gains and losses, follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2011:				
Held to Maturity				
Residential mortgage-backed securities	\$ 15	\$ 1	\$ —	\$ 16
Available for Sale				
U.S. agency securities	\$ 3,003,911	\$ 27,159	\$ —	\$ 3,031,070
State and municipal securities	3,571,552	138,190	4,258	3,705,484
Residential mortgage-backed securities	25,781,801	575,916	87,326	26,270,391
	<u>\$32,357,264</u>	<u>\$741,265</u>	<u>\$91,584</u>	<u>\$33,006,945</u>
December 31, 2010:				
Held to Maturity				
Residential mortgage-backed securities	\$ 18	\$ —	\$ —	\$ 18
Available for Sale				
U.S. agency securities	\$ 5,510,013	\$ 58,517	\$ —	\$ 5,568,530
Residential mortgage-backed securities	26,140,769	819,903	66,500	26,894,172
	<u>\$31,650,782</u>	<u>\$878,420</u>	<u>\$66,500</u>	<u>\$32,462,702</u>

At December 31, 2011 and 2010, securities with a carrying value of approximately \$650,000 and \$700,000, respectively, were pledged to secure public deposits and for other purposes as required or permitted by law.

The amortized cost and fair value at December 31, 2011, by contractual maturity, are shown below. Maturities may differ from contractual maturities in residential mortgage-backed securities because the mortgages underlying the securities may be called or repaid without any penalties. Therefore, stated maturities of residential mortgage-backed securities are not disclosed.

	Securities Held to Maturity		Securities Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due after three months through one year	\$—	\$—	\$ 3,003,911	\$ 3,031,070
Due after one year through five years	—	—	—	—
Due after five years through ten years	—	—	1,185,286	1,217,790
Due after ten years	—	—	2,386,266	2,487,694
Residential mortgage-backed securities	15	16	25,781,801	26,270,391
	<u>\$ 15</u>	<u>\$ 16</u>	<u>\$32,357,264</u>	<u>\$33,006,945</u>

Proceeds from the sale of securities were \$4,131,633 in 2011 and \$1,570,860 in 2010. There were \$276,474 in gross realized gains in 2011 and \$24,367 in 2010. There were no gross realized losses in 2011 and \$24,789 in 2010. The tax provision/(benefit) applicable to these net realized gains and losses amounted to \$94,001 and (\$143) in 2011 and 2010, respectively.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 3. Investment Securities (Continued)

Information pertaining to securities with gross unrealized losses at December 31, 2011 and 2010 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2011						
Securities Available for Sale						
State and municipal securities	\$ 364,600	\$ 4,258	\$ —	\$ —	\$ 364,600	\$ 4,258
Residential mortgage-backed securities	7,612,032	67,441	1,916,267	19,885	9,528,299	87,326
	<u>\$7,976,632</u>	<u>\$71,699</u>	<u>\$1,916,267</u>	<u>\$19,885</u>	<u>\$9,892,899</u>	<u>\$91,584</u>
December 31, 2010						
Securities Available for Sale						
Residential mortgage-backed securities	<u>\$6,506,639</u>	<u>\$66,500</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$6,506,639</u>	<u>\$66,500</u>

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability to retain and whether it is not more likely than not the Company will be required to sell its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and industry analysts' reports.

At December 31, 2011, 8 securities had unrealized losses with aggregate depreciation of .92% from the Company's amortized cost basis. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell these securities and it is not more likely than not the Company will be required to sell these securities before recovery of the amortized cost basis, which may be maturity, the Company does not consider these investments to be other than temporarily impaired at December 31, 2011.

Note 4. Loans and Allowance for Credit Losses

On July 21, 2010, the FASB issued ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. This new accounting guidance under ASC 310, *Receivables*, requires disclosure of additional information about the credit quality of an entity's financing receivables and the allowance for credit losses.

The new guidance only relates to financial statement disclosures and does not affect the Company's financial condition or results of operations. The following disclosures and the policy disclosures in Note 1 incorporate this new guidance.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

Loans

The components of loans, net of deferred loan costs (fees), are as follows:

	December 31,	
	2011	2010
Mortgage loans:		
One-to-four family residential loans	\$ 90,202,346	\$ 90,986,542
Multi-family residential loans	5,736,607	6,477,260
Total mortgage loans	95,938,953	97,463,802
Other loans:		
Non-residential loans	21,341,062	22,000,554
Commercial loans	9,557,632	14,952,672
Consumer direct	702,329	978,816
Purchased auto	5,179,198	4,658,422
Total other loans	36,780,221	42,590,464
Gross loans	132,719,174	140,054,266
Less: Allowance for loan losses	(4,747,412)	(4,703,362)
Loans, net	\$127,971,762	\$135,350,904

Purchases of loans receivable, segregated by class of loans, for the periods indicated were as follows:

	Years Ended December 31,	
	2011	2010
Purchased auto	<u>\$3,050,041</u>	<u>\$2,003,283</u>

Net (charge-offs) / recoveries, segregated by class of loans, were as follows:

	Years Ended December 31,	
	2011	2010
One-to-four family	\$(1,664,931)	\$ (816,838)
Multi-family	(250,000)	—
Non-residential	(3,189,073)	(952,268)
Commercial	—	(321,159)
Consumer direct	(13,526)	(11,839)
Purchased auto	(18,460)	(18,072)
	<u>\$(5,135,990)</u>	<u>\$(2,120,176)</u>

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

The following table presents the activity in the allowance for loan losses by portfolio segment for the years ended December 31, 2011 and 2010:

December 31, 2011	One-to-Four Family	Multi-family	Non-residential	Commercial	Consumer Direct	Purchased Auto	Total
Balance at beginning of year	\$ 2,425,217	\$ 106,059	\$ 1,879,877	\$ 226,859	\$ 24,916	\$ 40,434	\$ 4,703,362
Provision charged to income	2,353,059	582,483	2,455,085	(216,288)	(7,812)	13,513	5,180,040
Loans charged off	(1,666,067)	(250,000)	(3,224,470)	—	(18,000)	(24,627)	(5,183,164)
Recoveries of loans previously charged off ...	1,136	—	35,397	—	4,474	6,167	47,174
Balance at end of year	<u>\$ 3,113,345</u>	<u>\$ 438,542</u>	<u>\$ 1,145,889</u>	<u>\$ 10,571</u>	<u>\$ 3,578</u>	<u>\$ 35,487</u>	<u>\$ 4,747,412</u>
Period-end amount allocated to:							
Loans individually evaluated for impairment	\$ 1,959,808	\$ 169,780	\$ 206,242	\$ 7,259	\$ 726	\$ 4,715	\$ 2,348,530
Loans collectively evaluated for impairment	1,153,537	268,762	939,647	3,312	2,852	30,772	2,398,882
Balance at end of year	<u>\$ 3,113,345</u>	<u>\$ 438,542</u>	<u>\$ 1,145,889</u>	<u>\$ 10,571</u>	<u>\$ 3,578</u>	<u>\$ 35,487</u>	<u>\$ 4,747,412</u>
 December 31, 2010	 One-to-Four Family	 Multi-family	 Non-residential	 Commercial	 Consumer Direct	 Purchased Auto	 Total
Balance at beginning of year	\$ 2,059,483	\$ 55,340	\$ 1,192,853	\$ 119,824	\$ 17,983	\$ 69,221	\$ 3,514,704
Provision charged to income	1,182,572	50,719	1,639,292	428,194	18,772	(10,715)	3,308,834
Loans charged off	(820,305)	—	(952,268)	(321,159)	(14,634)	(33,293)	(2,141,659)
Recoveries of loans previously charged off ...	3,467	—	—	—	2,795	15,221	21,483
Balance at end of year	<u>\$ 2,425,217</u>	<u>\$ 106,059</u>	<u>\$ 1,879,877</u>	<u>\$ 226,859</u>	<u>\$ 24,916</u>	<u>\$ 40,434</u>	<u>\$ 4,703,362</u>
Period-end amount allocated to:							
Loans individually evaluated for impairment	\$ 1,612,783	\$ —	\$ 1,571,243	\$ 32,779	\$ 17,565	\$ —	\$ 3,234,370
Loans collectively evaluated for impairment	812,434	106,059	308,634	194,080	7,351	40,434	1,468,992
Balance at end of year	<u>\$ 2,425,217</u>	<u>\$ 106,059</u>	<u>\$ 1,879,877</u>	<u>\$ 226,859</u>	<u>\$ 24,916</u>	<u>\$ 40,434</u>	<u>\$ 4,703,362</u>

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

The following table presents the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2011 and 2010:

December 31, 2011	<u>One-to-four Family</u>	<u>Multi-family</u>	<u>Non-residential</u>	<u>Commercial</u>	<u>Consumer Direct</u>	<u>Purchased Auto</u>	<u>Total</u>
Loans individually evaluated for impairment	\$ 7,862,205	\$ 312,001	\$ 2,087,822	\$ 7,340	\$ 25,989	\$ 4,715	\$ 10,300,072
Loans collectively evaluated for impairment	<u>82,340,141</u>	<u>5,424,606</u>	<u>19,253,240</u>	<u>9,550,292</u>	<u>676,340</u>	<u>5,174,483</u>	<u>122,419,102</u>
Ending Balance	<u>\$90,202,346</u>	<u>\$5,736,607</u>	<u>\$21,341,062</u>	<u>\$ 9,557,632</u>	<u>\$702,329</u>	<u>\$5,179,198</u>	<u>\$132,719,174</u>
December 31, 2010	<u>One-to-four Family</u>	<u>Multi-family</u>	<u>Non-residential</u>	<u>Commercial</u>	<u>Consumer Direct</u>	<u>Purchased Auto</u>	<u>Total</u>
Loans individually evaluated for impairment	\$ 8,664,644	\$ 562,135	\$ 6,203,960	\$ 259,394	\$ 30,859	\$ —	\$ 15,720,992
Loans collectively evaluated for impairment	<u>82,321,898</u>	<u>5,915,125</u>	<u>15,796,594</u>	<u>14,693,278</u>	<u>947,957</u>	<u>4,658,422</u>	<u>124,333,274</u>
Ending Balance	<u>\$90,986,542</u>	<u>\$6,477,260</u>	<u>\$22,000,554</u>	<u>\$14,952,672</u>	<u>\$978,816</u>	<u>\$4,658,422</u>	<u>\$140,054,266</u>

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions.

The following table presents loans individually evaluated for impairment, by class of loans, as of December 31, 2011 and 2010:

December 31, 2011	<u>Unpaid Contractual Principal Balance</u>	<u>Recorded Investment With No Allowance</u>	<u>Recorded Investment With Allowance</u>	<u>Total Recorded Investment</u>	<u>Related Allowance</u>	<u>Average Recorded Investment</u>
One-to-four family	\$ 8,385,861	\$ 617,785	\$7,244,420	\$ 7,862,205	\$1,959,808	\$ 7,984,792
Multi-family	562,001	—	312,001	312,001	169,780	541,179
Non-residential	5,133,898	460,729	1,627,093	2,087,822	206,242	5,088,219
Commercial	7,340	—	7,340	7,340	7,259	77,466
Consumer direct	25,989	21,310	4,679	25,989	726	24,605
Purchased auto	4,715	—	4,715	4,715	4,715	1,795
	<u>\$14,119,804</u>	<u>\$1,099,824</u>	<u>\$9,200,248</u>	<u>\$10,300,072</u>	<u>\$2,348,530</u>	<u>\$13,718,056</u>

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

December 31, 2010	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
One-to-four family . . .	\$ 8,664,644	\$2,843,409	\$ 5,821,235	\$ 8,664,644	\$1,612,783	\$ 4,739,000
Multi-family	562,135	562,135	—	562,135	—	93,689
Non-residential	6,203,960	424,033	5,779,927	6,203,960	1,571,243	5,134,008
Commercial	259,394	192,109	67,285	259,394	32,779	250,205
Consumer direct	30,859	9,758	21,101	30,859	17,565	11,061
Purchased auto	—	—	—	—	—	3,981
	<u>\$15,720,992</u>	<u>\$4,031,444</u>	<u>\$11,689,548</u>	<u>\$15,720,992</u>	<u>\$3,234,370</u>	<u>\$10,231,944</u>

For the year ended December 31, 2011, the Company recognized no accrued or cash basis interest income on impaired loans. For the year ended December 31, 2010, the Company recognized approximately \$34,000 of interest income on impaired loans, and on a cash basis the Company recognized no interest income on impaired loans.

Our loan portfolio also includes certain loans that have been modified in a troubled debt restructuring (“TDR”), where economic concessions have been granted to borrowers who have experienced financial difficulties. These concessions typically result from our loss mitigation activities and could include reductions in the interest rate, payment extensions, forbearance or other actions. Certain TDRs are classified as nonperforming at the time of restructuring and typically are returned to performing status after considering the borrower’s sustained repayment performance for a reasonable period of at least six months.

When we modify loans in a TDR, we evaluate any possible impairment similar to other impaired loans based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan agreement, or use the current fair value of the collateral, less estimated selling costs for collateral dependent loans. If we determine that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs and deferred loan fees or costs), impairment is recognized through an allowance estimate or a charge-off to the allowance. In periods subsequent to modification, we evaluate all TDRs, including those that have payment defaults, for possible impairment and recognize impairment through the allowance.

The impaired loans at December 31, 2011 include \$4.1 million of loans whose terms have been modified in troubled debt restructurings compared to \$4.9 million at December 31, 2010. The decrease in impaired loans whose terms have been modified in troubled debt restructurings is primarily the result of eight loans totaling approximately \$1.7 million that were returned to accrual status because each of these loans performed in accordance with their restructured terms for more than six consecutive months. The balance of troubled debt restructurings was further decreased by a loan with a balance of approximately \$248,000 that was partially charged-off and the property moved to OREO, two loans of approximately \$51,000 were paid-off or charged-off and four loans had partial charge-offs totaling approximately \$563,000. Additionally, eight new loans totaling approximately \$1.7 million were modified in troubled debt restructurings. All remaining restructured loans are being monitored as they have not attained per accounting guidelines the performance requirements for the set time period to achieve being placed on accrual status.

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

Loans classified as troubled debt restructuring during the year ended December 31, 2011, segregated by class of loans, are shown in the table below.

	Number of Modifications	Year ended December 31, 2011 Recorded Investment (as of period end)	Increase in Allowance
One-to-four family	7	\$1,123,932	\$295,759
Multi-family	—	—	—
Non-residential	1	529,075	43,075
Commercial	—	—	—
Consumer direct	—	—	—
Purchased auto	—	—	—
	<u>8</u>	<u>\$1,653,007</u>	<u>\$338,834</u>

For the year ended December 31, 2011, five of the one-to-four family loan modifications were classified as TDRs due to modification of interest rates to below market rates, one of the one-to-four family loan modifications was classified as a TDR due to an over advance on collateral, and one of the one-to-four family loan modifications was classified as a TDR due to modification of the maturity date. The non-residential loan modification was classified as a TDR as part of a note restructuring which included a below market interest rate and a reduction of principal.

Loans identified as troubled debt restructurings during 2011 which had payment defaults (i.e. 60 days or more past due following a modification), during the year ended December 31, 2011, segregated by class of loans, are shown in the table below.

	Year ended December 31, 2011 Number of Defaults (as of period end)	Recorded Investment
One-to-four family	1	\$118,717
Multi-family	—	—
Non-residential	—	—
Commercial	—	—
Consumer direct	—	—
Purchased auto	—	—
	<u>1</u>	<u>\$118,717</u>

All TDRs are evaluated for possible impairment and any impairment identified is recognized through the allowance. For the TDR that defaulted during 2011, there is approximately \$10,600 of specific provision allocated to cover any potential impairment. Qualitative factors are updated quarterly for trends in economic and nonperforming factors.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

The following table presents the recorded investment in nonaccrual loans and loans past due over 90 days still on accrual status, by class of loans, as of December 31, 2011 and 2010:

December 31, 2011	Nonaccrual	Loans Past Due Over 90 Days Still Accruing
One-to-four family	\$6,755,279	\$36,289
Multi-family	304,780	—
Non-residential	1,565,825	—
Commercial	7,259	—
Consumer direct	8,710	—
Purchased auto	4,715	—
	<u>\$8,646,568</u>	<u>\$36,289</u>
 December 31, 2010	 Nonaccrual	 Loans Past Due Over 90 Days Still Accruing
One-to-four family	\$4,023,022	\$ —
Multi-family	—	—
Non-residential	1,248,038	—
Commercial	19,882	—
Consumer direct	—	—
Purchased auto	—	—
	<u>\$5,290,942</u>	<u>\$ —</u>

The following tables present the aging of the recorded investment in loans, by class of loans, as of December 31, 2011 and 2010:

December 31, 2011	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans
One-to-four family	\$2,966,971	\$849,057	\$4,438,908	\$ 8,254,936	\$ 81,947,410	\$ 90,202,346
Multi-family	506,619	—	304,780	811,399	4,925,208	5,736,607
Non-residential	174,549	56,739	708,826	940,114	20,400,948	21,341,062
Commercial	98,727	—	7,259	105,986	9,451,646	9,557,632
Consumer direct ...	3,786	—	480	4,266	698,063	702,329
Purchased auto	2,461	43,648	4,715	50,824	5,128,374	5,179,198
	<u>\$3,753,113</u>	<u>\$949,444</u>	<u>\$5,464,968</u>	<u>\$10,167,525</u>	<u>\$122,551,649</u>	<u>\$132,719,174</u>

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

December 31, 2010	Loans 30-59 Days Past Due	Loans 60-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans
One-to-four family	\$4,083,411	\$2,175,839	\$4,023,022	\$10,282,272	\$ 80,704,270	\$ 90,986,542
Multi-family	562,135	—	—	562,135	5,915,125	6,477,260
Non-residential	1,134,028	183,456	1,248,038	2,565,522	19,435,032	22,000,554
Commercial	—	—	19,882	19,882	14,932,790	14,952,672
Consumer direct ...	18,282	—	—	18,282	960,534	978,816
Purchased auto	14,961	23,376	—	38,337	4,620,085	4,658,422
	<u>\$5,812,817</u>	<u>\$2,382,671</u>	<u>\$5,290,942</u>	<u>\$13,486,430</u>	<u>\$126,567,836</u>	<u>\$140,054,266</u>

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. For commercial and non-residential real estate loans, the Company's credit quality indicator is internally assigned risk ratings. Each commercial loan is assigned a risk rating upon origination. The risk rating is reviewed annually, at a minimum, and on as needed basis depending on the specific circumstances of the loan.

For residential real estate loans, multi-family, consumer direct and purchased auto loans, the Company's credit quality indicator is performance determined by delinquency status. Delinquency status is updated regularly by the Company's loan system for residential real estate loans, multi-family and consumer direct loans. The Company receives monthly reports on the delinquency status of the purchased auto loan portfolio from the servicing company.

The Company uses the following definitions for risk ratings:

- Pass—loans classified as pass are of a higher quality and do not fit any of the other "rated" categories below (e.g. special mention, substandard or doubtful). The likelihood of loss is considered remote.
- Special Mention—loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.
- Substandard—loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.
- Doubtful—loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.
- Not Rated—loans in this bucket are not evaluated on an individual basis.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 4. Loans and Allowance for Credit Losses (Continued)

As of December 31, 2011 and 2010, the risk category of loans by class is as follows:

December 31, 2011	<u>Pass</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Doubtful</u>	<u>Not rated</u>
One-to-four family	\$ —	\$3,620,210	\$ 7,862,205	\$—	\$78,719,931
Multi-family	—	—	312,001	—	5,424,606
Non-residential	17,981,919	1,271,321	2,087,822	—	—
Commercial	9,550,292	—	7,340	—	—
Consumer direct	—	—	25,989	—	676,340
Purchased auto	—	—	4,715	—	5,174,483
Total	<u><u>\$27,532,211</u></u>	<u><u>\$4,891,531</u></u>	<u><u>\$10,300,072</u></u>	<u><u>\$—</u></u>	<u><u>\$89,995,360</u></u>
December 31, 2010	<u>Pass</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Doubtful</u>	<u>Not rated</u>
One-to-four family	\$ —	\$3,376,464	\$ 8,664,644	\$—	\$78,945,434
Multi-family	—	200,376	562,135	—	5,714,749
Non-residential	15,160,601	635,993	6,203,960	—	—
Commercial	10,730,612	3,962,666	259,394	—	—
Consumer direct	—	35,212	30,859	—	912,745
Purchased auto	—	—	—	—	4,658,422
Total	<u><u>\$25,891,213</u></u>	<u><u>\$8,210,711</u></u>	<u><u>\$15,720,992</u></u>	<u><u>\$—</u></u>	<u><u>\$90,231,350</u></u>

The Bank has had, and may be expected to have in the future, banking transactions in the ordinary course of business with directors, principal officers, their immediate families and companies in which these parties have a 10% or more beneficial ownership. In the opinion of management, these loans are made with substantially the same terms, including interest rate and collateral, as those prevailing for comparable transactions with other customers and do not involve more than the normal risk of collectability.

Note 5. Servicing

Loans serviced for others are not included in the accompanying consolidated balance sheets. The unpaid principal balances of mortgage and other loans serviced for others were \$23,359,124 and \$27,782,507 at December 31, 2011 and 2010, respectively.

Note 6. Accrued Interest Receivable

Accrued interest receivable at December 31, 2011 and 2010, are summarized as follows:

	<u>2011</u>	<u>2010</u>
U.S. agency securities	\$ 17,791	\$ 32,514
State and municipal securities	59,285	—
Residential mortgage-backed securities	102,193	106,761
Loans	512,098	612,494
	<u><u>\$691,367</u></u>	<u><u>\$751,769</u></u>

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 7. Premises and Equipment

Premises and equipment at December 31, 2011 and 2010, are summarized as follows:

	2011	2010
Cost:		
Land	\$ 1,966,899	\$ 1,966,899
Buildings	6,688,463	6,688,463
Furniture and equipment	1,505,376	1,505,376
	10,160,738	10,160,738
Less: Accumulated depreciation	3,359,362	3,115,958
	<u>\$ 6,801,376</u>	<u>\$ 7,044,780</u>

Note 8. Deposits

Deposits at December 31, 2011 and 2010 are summarized as follows:

	2011		2010	
	Amount	Percent	Amount	Percent
Non-interest bearing checking	\$ 4,038,837	2.53%	\$ 3,536,364	2.07%
Interest bearing checking	12,124,050	7.58%	10,220,047	5.98%
Money market	18,875,702	11.80%	21,874,868	12.80%
Passbook savings	13,594,731	8.50%	12,908,789	7.56%
Certificates of deposit	111,315,130	69.59%	122,291,386	71.59%
Interest bearing	155,909,613	97.47%	167,295,090	97.93%
Total	<u>\$159,948,450</u>	<u>100.00%</u>	<u>\$170,831,454</u>	<u>100.00%</u>

Interest expense on deposits for the years ended December 31, 2011 and 2010, is summarized as follows:

	December 31,	
	2011	2010
Money market	\$ 129,043	\$ 291,171
Passbook savings	16,235	31,869
Certificates of deposit	2,409,233	3,079,435
Checking	15,075	29,980
	<u>\$2,569,586</u>	<u>\$3,432,455</u>

Deposits from directors, principal officers, and their immediate families at December 31, 2011 and 2010 were \$1,259,828 and \$1,381,462, respectively.

The aggregate amount of public deposits at December 31, 2011 and 2010 were \$3,077,137 and \$7,775,639, respectively.

The aggregate amount of certificates of deposit within a minimum denomination of \$100,000 was approximately \$46,072,000 and \$53,120,000 at December 31, 2011 and 2010, respectively. Of these certificates of deposit, there was approximately \$12,691,000 and \$9,712,000 at December 31, 2011 and 2010, respectively with minimum denominations of \$250,000.

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 8. Deposits (Continued)

At December 31, 2011, scheduled maturities of certificates of deposit are as follows:

2012	\$ 44,897,105
2013	42,588,958
2014	15,733,828
2015	6,725,319
2016	1,369,920
	<u>\$111,315,130</u>

The Company held brokered deposits of approximately \$627,000 and \$10,354,000 at December 31, 2011 and 2010, respectively. The broker receives a fee from the Company for the brokered deposits. Total fee expenses of \$4,357 and \$19,807 were recognized for the years ended December 31, 2011 and 2010, respectively.

Note 9. Borrowings

Our borrowings consist of open line advances from the Federal Home Loan Bank of Chicago and Federal Funds purchased from Bankers Bank of Wisconsin. As a member, we are required to own capital stock in the Federal Home Loan Bank of Chicago and are authorized to apply for advances on the security of such stock and certain of our mortgage loans and other assets (principally securities which are obligations of, or guaranteed by, the United States), provided certain standards related to credit-worthiness have been met. At December 31, 2011, we had the ability to borrow an additional \$46.9 million from the FHLBC, based on 20 times the value of the Bank's FHLBC stock, less outstanding advances. In addition, as of December 31, 2011, the Bank had \$5.0 million of available credit from Bankers Bank of Wisconsin to purchase Federal Funds. There were no Federal Home Loan Bank advances and no Federal Funds purchased outstanding at December 31, 2011 and 2010.

Note 10. Employment Benefit and Retirement Plans

Employee stock ownership plan

On May 6, 2005, the Company adopted an employee stock ownership plan (ESOP) for the benefit of substantially all employees. The ESOP borrowed \$763,140 from the Company and used those funds to acquire 76,314 shares of the Company's stock in the initial public offering at a price of \$10.00 per share.

Shares purchased by the ESOP with the loan proceeds are held in a suspense account and are allocated to ESOP participants on a pro rata basis as principal and interest payments are made by the ESOP to the Company. The loan is secured by shares purchased with the loan proceeds and will be repaid by the ESOP with funds from the Company's discretionary contributions to the ESOP and earnings on the ESOP assets. Annual principal and interest payments of approximately \$77,000 are to be made by the ESOP.

As shares are released from collateral, the Company will report compensation expense equal to the current market price of the shares, and the shares will become outstanding for earnings-per-share (EPS) computations. Dividends on allocated ESOP shares reduce retained earnings; dividends on unallocated ESOP shares reduce accrued interest. During 2011, 5,087 shares, with an average fair value of \$5.74 per share were committed to be released, resulting in ESOP compensation expense of \$29,182, as compared to 5,088 shares, with an average fair value of \$7.70 per share, resulting in ESOP compensation expense of \$39,157 for 2010.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 10. Employment Benefit and Retirement Plans (Continued)

A terminated participant or the beneficiary of a deceased participant who received a distribution of employer stock from the ESOP has the right to require the Company to purchase such shares at their fair market value any time within 60 days of the distribution date. If this right is not exercised, an additional 60 day exercise period is available in the year following the year in which the distribution is made and begins after a new valuation of the stock has been determined and communicated to the participant or beneficiary. At December 31, 2011 and 2010, respectively, 29,363 shares at a fair value of \$3.74, and 28,246 shares at a fair value of \$5.25, have been classified as mezzanine capital.

	December 31,	
	2011	2010
Shares allocated	35,613	30,526
Shares withdrawn from the plan	(6,250)	(2,280)
Unallocated shares	40,701	45,788
Total ESOP shares	<u>70,064</u>	<u>74,034</u>
Fair value of unallocated shares	<u>\$152,222</u>	<u>\$240,387</u>

Supplemental executive retirement plan (SERP)

On September 19, 2007, the Bank entered into salary continuation agreements with its executive officers to provide additional benefits upon retirement. The present value of the estimated liability under the agreement is being accrued using a discount rate of 6 percent ratably over the remaining years to the date when the executive is first eligible for benefits. The SERP compensation charged to expense totaled \$84,127 and \$98,250 for the years ended December 31, 2011 and 2010, respectively. The decrease in compensation expense for 2011 is primarily due to the former CEO reaching the benefit eligibility date in May of 2010.

401(k) plan

The Bank maintains a voluntary 401(k) plan for substantially all employees. Employees may contribute a percentage of their compensation to the plan subject to certain limits based on federal tax laws. The Bank makes matching contributions to the 401(k) plan of 50 percent of the first 6 percent of an employee's compensation contributed to the plan. The Bank also makes Safe Harbor contributions, in addition to any matching contributions, equal to 3 percent of an eligible employee's compensation to the 401(k) plan each pay period. Employer contributions vest to the employee ratably over a five-year period. Employer contribution expense was \$60,906 for 2011 and \$60,998 for 2010.

Deferred compensation

The Bank has deferred compensation agreements with certain directors. Contributions to the plan for the years ended December 31, 2011 and 2010 were \$55,263 and \$58,152, respectively. The deferred compensation liability included on the balance sheet in other liabilities was \$878,966 and \$893,090 as of December 31, 2011 and 2010, respectively.

Post-retirement health benefit plan

The Bank has a contributory post-retirement health benefit plan for officers. The accounting for the health care plan anticipates future cost-sharing changes that are consistent with the Bank's expressed intent to increase retiree contributions.

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 10. Employment Benefit and Retirement Plans (Continued)

Post-retirement health benefits valuation

	December 31,	
	2011	2010
Number of participants:		
Retirees	3	3
Active employees—fully eligible	—	—
Active employees—not yet eligible	4	4
Total	<u>7</u>	<u>7</u>

Obligations and funded status:

	Year ended December 31,	
	2011	2010
	(Amounts in thousands)	
Change in benefit obligation		
Benefit obligation at beginning of year	\$ 210	\$ 254
Service cost	5	6
Interest cost	11	14
Actuarial gain	(39)	(60)
Benefits paid	<u>(3)</u>	<u>(4)</u>
Benefit obligation at end of year	<u>184</u>	<u>210</u>
Change in plan assets		
Employer contributions	3	4
Benefits paid	<u>(3)</u>	<u>(4)</u>
Fair value of plan assets at year end	<u>—</u>	<u>—</u>
Funded status	(184)	(210)
Actuarial gain	<u>(236)</u>	<u>(212)</u>
Net amount recognized	<u><u>\$(420)</u></u>	<u><u>\$(422)</u></u>

Amounts recognized in the statement of financial position consist of:

	December 31,	
	2011	2010
Accumulated post-retirement benefit obligation:		
Retirees	\$ (47,097)	\$ (59,245)
Active employees—fully eligible	—	—
Active employees—not yet eligible	<u>(137,331)</u>	<u>(150,998)</u>
Total	<u>(184,428)</u>	<u>(210,243)</u>
Plan assets at fair value	—	—
Funded status	(184,428)	(210,243)
Actuarial (gain)	<u>(236,292)</u>	<u>(212,277)</u>
(Accrued) cost included in other liabilities ..	<u><u>\$(420,720)</u></u>	<u><u>\$(422,520)</u></u>

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 10. Employment Benefit and Retirement Plans (Continued)

Components of Net Periodic Benefit Cost:

	Year ended December 31,	
	2011	2010
Service cost	\$ 5,411	\$ 5,630
Interest cost	10,898	14,345
Amortization net gain	(15,300)	(12,841)
Net cost	<u>\$ 1,009</u>	<u>\$ 7,134</u>

Weighted average assumptions used to determine net periodic benefit cost:

	December 31,	
	2011	2010
Discount rate	5.00%	5.25%
Expected long-term return on plan assets	—	—
Rate of compensation increase	—	—

Assumed health care cost trend rates:

	December 31,	
	2011	2010
Health care cost trend rate assumed for next year	8.00%	8.00%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	4.00%	4.00%
Year that the rate reaches the ultimate trend rate	2016	2015

A one-percentage-point change in the assumed health care cost trend rate would have the following effects:

	1-Percentage Point Increase	1-Percentage Point Decrease
	(Amounts in thousands)	
Effect on total of service and interest cost components	\$ 3	\$ (2)
Effect on post-retirement benefit obligation	\$30	\$(25)

Cash Flows:

Contributions: The Bank expects to contribute \$3,200 to its post-retirement benefit plan in 2012.

Estimated Future Benefit Payments: The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

Year	Other Benefits
	(Amounts in thousands)
2012	\$ 3
2013	4
2014	5
2015	7
2016	7
2017-2021	52

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 11. Stock Compensation

Management recognition plan

A Management Recognition and Retention Plan ("MRP") provides for the issuance of shares to directors and officers. Pursuant to the Ottawa Savings Bancorp, Inc. 2006 Equity Incentive Plan, 43,608 shares were purchased by the Company in November 2006, at an average cost of \$13.46 per share. These shares vest in equal installments over a five year period, with ownership of the shares transferring to the recipient upon vesting. The unamortized cost of shares not yet vested of \$41,119 and \$168,639 at December 31, 2011 and 2010, respectively, are reported as reductions of stockholders' equity.

A summary of the status of the MRP stock awards is as follows:

<u>Year ending December 31, 2011</u>	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Outstanding and non-vested at beginning of year	10,036	\$10.40
Granted	5,235	4.25
Vested and transferred to recipients	(6,372)	12.40
Outstanding and non-vested at end of year	<u>8,899</u>	<u>\$ 5.35</u>
<u>Year ending December 31, 2010</u>	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Outstanding and non-vested at beginning of year	16,576	\$13.09
Granted	3,489	6.00
Vested and transferred to recipients	(5,667)	13.19
Forfeited	(4,362)	13.46
Outstanding and non-vested at end of year	<u>10,036</u>	<u>\$10.40</u>

The total compensation cost at December 31, 2011, related to non-vested shares not yet recognized was approximately \$47,000 with an average expense recognition period of 2.5 years. The Company recognized compensation expense of approximately \$79,300 and \$72,700, and a deferred tax asset of approximately \$8,000 for each of the years ended December 31, 2011 and 2010, respectively. At December 31, 2011, 8,899 shares remain non-vested and are expected to be exercisable in accordance with their original terms.

Stock option plan

A Recognition and Retention Plan ("RRP") provides for the issuance of stock options to directors, officers and employees. Pursuant to the Ottawa Savings Bancorp, Inc. 2006 Equity Incentive Plan, on November 21, 2006, the Company granted stock options to purchase 92,666 shares of the Company's common stock, at an exercise price of \$12.35 per share. Under the same plan, the Company granted stock options to purchase 5,451 shares of the Company's common stock, at an exercise price of \$9.90 per share on December 21, 2008, 8,722 shares of the Company's common stock, at an exercise price of \$6.00 per share on November 17, 2010, and 13,083 shares of the Company's common stock, at an exercise price of \$4.25 per share on November 16, 2011. The options become exercisable in equal installments over a five year period from the grant date. The options expire ten years from the grant date.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 11. Stock Compensation (Continued)

The fair value of the stock options granted has been estimated using a Black-Scholes option pricing model. This option pricing model requires management to make subjective assumptions, such as expected stock price volatility, dividend rates, and expected time to exercise. The fair value of the options granted on November 16, 2011 and November 17, 2010 were estimated at the grant date using the Black-Scholes model and the following assumptions:

<u>Black-Scholes assumptions</u>	<u>2011</u>	<u>2010</u>
Dividend rate	2.35%	0.83%
Risk-free interest rate	1.06%	2.16%
Expected time to exercise	7 years	7 years
Volatility	63.95%	43.10%

A summary of the status of the outstanding RRP stock options is as follows:

<u>Year ended December 31, 2011</u>	<u>Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Term</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at beginning of year	79,584	\$11.48	6.48 years	\$—
Granted	13,083	4.25	9.89 years	
Exercised	—	—		
Outstanding at end of year	<u>92,667</u>	<u>\$10.46</u>	<u>6.10 years</u>	<u>\$—</u>
Exercisable at year end	<u>70,425</u>	<u>\$12.08</u>	<u>5.09 years</u>	<u>\$—</u>
Weighted average fair value per option granted during the year ...		\$ 2.25		
 <u>Year ended December 31, 2010</u>	 <u>Shares</u>	 <u>Weighted Average Exercise Price</u>	 <u>Weighted Average Remaining Contractual Term</u>	 <u>Aggregate Intrinsic Value</u>
Outstanding at beginning of year	98,117	\$12.21	7.01 years	\$—
Granted	8,722	6.00	9.89 years	
Exercised	—	—		
Forfeited	(27,255)	12.35	5.90 years	
Outstanding at end of year	<u>79,584</u>	<u>\$11.48</u>	<u>6.48 years</u>	<u>\$—</u>
Exercisable at year end	<u>54,500</u>	<u>\$12.25</u>	<u>5.98 years</u>	<u>\$—</u>
Weighted average fair value per option granted during the year ...		\$ 2.59		

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 11. Stock Compensation (Continued)

A summary of the vesting status of the RRP stock options at December 31, 2011 is as follows:

<u>Stock Options</u>	<u>Shares</u>	<u>Weighted Average Exercise Price</u>
Non-vested at beginning of year	25,084	\$ 9.82
Granted	13,083	4.25
Vested	(15,925)	11.49
Non-vested at end of year	<u>22,242</u>	<u>\$ 5.35</u>

The total compensation cost at December 31, 2011, related to non-vested options not yet recognized was approximately \$54,700 with an average expense recognition period of 2.6 years. The Company recognized compensation expense of approximately \$52,000 and \$46,000, and a deferred tax asset of approximately \$4,800 for each of the years ended December 31, 2011 and 2010, respectively.

Note 12. Income Taxes

The Company and Bank file a consolidated federal income tax return on a calendar year basis.

Income tax expense (benefit) is summarized as follows:

	<u>Years Ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Federal:		
Current	\$(684,268)	\$ 155,150
Deferred	<u>18,313</u>	<u>(435,039)</u>
	<u>(665,955)</u>	<u>(279,889)</u>
State:		
Current	—	29,338
Deferred	<u>(255,249)</u>	<u>(103,737)</u>
	<u>(255,249)</u>	<u>(74,399)</u>
	<u>\$(921,204)</u>	<u>\$(354,288)</u>

The Company's income tax (benefit) differed from the maximum statutory federal rate of 35% for the years ended December 31, 2011 and 2010, as follows:

	<u>Years Ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Expected income taxes	\$(768,307)	\$(301,300)
Income tax effect of:		
State taxes, net of federal tax benefit	(165,912)	(48,359)
Tax exempt interest	(18,561)	—
Income taxed at lower rates	21,952	8,608
Other	<u>9,624</u>	<u>(13,237)</u>
	<u>\$(921,204)</u>	<u>\$(354,288)</u>

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 12. Income Taxes (Continued)

The components of the net deferred tax asset are as follows:

	December 31,	
	2011	2010
Deferred tax assets		
Employee benefit plans	\$ 708,518	\$ 677,730
Allowance for loan losses	1,870,480	1,826,316
Net operating loss carryforwards	113,636	—
MRP/RRP compensation	180,045	141,486
Other	38,835	29,046
	<u>2,911,514</u>	<u>2,674,578</u>
Deferred tax liabilities		
Unrealized gain on securities available for sale	(220,892)	(276,053)
	<u>(220,892)</u>	<u>(276,053)</u>
Net deferred tax asset	<u><u>\$2,690,622</u></u>	<u><u>\$2,398,525</u></u>

Retained earnings at December 31, 2011 include approximately \$1,169,000 for which no federal income tax liability has been recognized. This amount represents an allocation of income to bad debt deductions for tax purposes only. Reductions of amounts so allocated for purposes other than bad debt losses or adjustments arising from carry-back of net operating losses would create income for tax purposes only, which would be subject to the then current corporate income tax rate. The unrecorded deferred income tax liability on the above amount was approximately \$453,000 at December 31, 2011.

The 2011 net operating loss carry forwards includes approximately \$2.1 million in State of Illinois loss carry forwards generated in 2011 that have a twelve year carry forward period.

Note 13. Regulatory Matters

The Bank is subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet the minimum regulatory capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank and the consolidated financial statements. Under the regulatory capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines involving quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification under the prompt corrective action guidelines are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total risk-based capital and Tier 1 capital to risk-weighted assets (as defined in the regulations), Tier 1 capital to adjusted total assets (as defined), and tangible capital to adjusted total assets (as defined). Management believes as of December 31, 2011 and 2010, that the Bank meets all capital adequacy requirements to which it is subject.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 13. Regulatory Matters (Continued)

As of December 31, 2011, the most recent examination conducted by the former OTS, which was prior to the OCC becoming the Bank's regulator, categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as disclosed in the following table. There are no conditions or events that management believes have occurred that would change the Bank's capitalization classification.

The Bank's actual capital amounts and ratios as of December 31, 2011 and 2010 are presented below:

	Actual		For Capital Adequacy Purposes:		To Be Well Capitalized Under Prompt Corrective Action Provisions:	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2011:						
Total Risk-Based Capital (to risk-weighted assets)	\$18,275,869	16.76%	\$8,722,009	8.00%	\$10,902,512	10.00%
Tier I Risk-Based Capital (to risk-weighted assets)	\$16,871,270	15.47%	\$4,361,005	4.00%	\$ 6,541,507	6.00%
Tier I Leverage (to average assets)	\$16,871,270	9.38%	\$7,190,854	4.00%	\$ 8,988,568	5.00%
Tangible Capital (to average assets)	\$16,871,270	9.38%	\$2,696,570	1.50%	N/A	N/A
December 31, 2010:						
Total Risk-Based Capital (to risk-weighted assets)	\$19,889,413	17.17%	\$9,269,423	8.00%	\$11,586,779	10.00%
Tier I Risk-Based Capital (to risk-weighted assets)	\$18,400,881	15.88%	\$4,634,711	4.00%	\$ 6,952,067	6.00%
Tier I Leverage (to average assets)	\$18,400,881	9.57%	\$7,688,560	4.00%	\$ 9,610,700	5.00%
Tangible Capital (to average assets)	\$18,400,881	9.57%	\$2,883,210	1.50%	N/A	N/A

Note 14. Commitments and Contingencies

In the ordinary course of business, the Bank has various commitments and contingent liabilities that are not reflected in the accompanying consolidated financial statements. In the opinion of management, the ultimate disposition of these matters is not expected to have a material adverse affect on the financial position of the Bank.

The Company's mutual holding company waived its share of dividends declared by the Company amounting to \$122,370 for the year ended December 31, 2011 and \$244,740 for the year ended December 31, 2010.

The Bank is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit. This instrument involves elements of credit and interest-rate risk in excess of the amount recognized in the balance sheet.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 14. Commitments and Contingencies (Continued)

At December 31, 2011 and 2010, the following financial instruments were outstanding whose contract amounts represent credit risk:

	Variable rate	Fixed rate	Total	Range of rates on fixed rate commitments
As of December 31, 2011:				
Commitments to originate loans	\$ 342,310	\$5,028,302	\$ 5,370,612	4.25%-6.75%
Unfunded commitments on construction loans	—	171,099	171,099	3.75%-4.50%
Unfunded commitments under lines of credit	8,166,961	—	8,166,961	—
	8,509,271	5,199,401	13,708,672	
Standby letters of credit	—	—	—	—
	<u>\$ 8,509,271</u>	<u>\$5,199,401</u>	<u>\$13,708,672</u>	
As of December 31, 2010:				
Commitments to originate loans	\$ 928,310	\$5,110,650	\$ 6,038,960	4.25%-6.75%
Unfunded commitments on construction loans	51,677	126,630	178,307	5.75%
Unfunded commitments under lines of credit	10,229,357	—	10,229,357	—
	11,632,304	5,237,280	16,446,624	
Standby letters of credit	422,960	—	422,960	—
	<u>\$11,632,304</u>	<u>\$5,237,280</u>	<u>\$16,869,584</u>	

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Bank is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines-of-credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines-of-credit are uncollateralized and usually do not contain a specified maturity date and may not be fully drawn upon to the total extent of the \$13.7 million to which the Bank is committed. Off-balance-sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet obligations.

The Company does not engage in the use of interest rate swaps or futures, forwards or option contracts.

Note 15. Fair Values Measurements and Disclosures

FASB ASC Topic 810, Fair Value Measurements and Disclosures, clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants and is not adjusted for transaction costs. This guidance also establishes a

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 15. Fair Values Measurements (Continued)

fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement inputs) and the lowest priority to unobservable inputs (Level 3 measurement inputs). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Basis of Fair Value Measurement:

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets.
- Level 2—Significant other observable inputs other than Level 1 prices such as quoted prices in markets that are not active, quoted prices for similar assets, or other inputs that are observable, either directly or indirectly, for substantially the full term of the asset.
- Level 3—Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Securities Available for Sale

Securities classified as available for sale are recorded at fair value on a recurring basis using pricing obtained from an independent pricing service. Where quoted market prices are available in an active market, securities are classified within Level 1. The Company has no securities classified within Level 1. If quoted market prices are not available, the pricing service estimates the fair values by using pricing models or quoted prices of securities with similar characteristics. For these securities, the inputs used by the pricing service to determine fair value consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and bonds' terms and conditions, among other things resulting in classification within Level 2. Level 2 securities include obligations of U.S. government corporations and agencies, state and municipal securities and residential mortgage-backed securities. In cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3. The Company has no securities classified within Level 3.

Foreclosed Assets

Foreclosed assets consisting of foreclosed real estate and repossessed assets, are adjusted to fair value less estimated costs to sell upon transfer of the loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of cost or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as non-recurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as non-recurring Level 3.

Impaired Loans

Impaired loans are evaluated and adjusted to the lower of carrying value or fair value less estimated costs to sell at the time the loan is identified as impaired. Impaired loans are carried at the lower of cost or fair value. Fair value is measured based on the value of the collateral securing these loans. When the fair value of the

Ottawa Savings Bancorp, Inc. & Subsidiary

Notes to Consolidated Financial Statements

Note 15. Fair Values Measurements (Continued)

collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as non-recurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the impaired loan as non-recurring Level 3. During 2010, management reassessed the valuation methods for impaired loans, and due to the volatility in the market and the subjectivity that goes into the valuation process, specifically the discounts on appraisals, management determined that it was appropriate to reclassify certain impaired loans from Level 2 into Level 3.

Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors identified above. Management believes it is more likely than not that a workout solution or liquidation of the collateral is the best use of the asset and therefore has measured fair value based on the underlying collateral of the loans. If management were to sell the impaired loan portfolio to a third party instead of liquidating the collateral, the measurement of fair value could be significantly different.

The Company did not have any transfers of assets or liabilities between Levels 1 and 2 of the fair value hierarchy during 2011 or 2010.

The tables below present the recorded amount of assets measured at fair value on a recurring basis at December 31, 2011 and December 31, 2010.

December 31, 2011	Level 1	Level 2	Level 3	Total Fair Value
U.S. agency securities available for sale	\$—	\$ 3,031,070	\$—	\$ 3,031,070
State and municipal securities available for sale . . .	—	3,705,484	—	3,705,484
Residential mortgage-backed securities available for sale	—	26,270,391	—	26,270,391
	<u>\$—</u>	<u>\$33,006,945</u>	<u>\$—</u>	<u>\$33,006,945</u>
December 31, 2010	Level 1	Level 2	Level 3	Total Fair Value
U.S. agency securities available for sale	\$—	\$ 5,568,530	\$—	\$ 5,568,530
Residential mortgage-backed securities available for sale	—	26,894,172	—	26,894,172
	<u>\$—</u>	<u>\$32,462,702</u>	<u>\$—</u>	<u>\$32,462,702</u>

The tables below presents the recorded amount of assets and liabilities measured at fair value on a non-recurring basis at December 31, 2011 and December 31, 2010.

December 31, 2011	Level 1	Level 2	Level 3	Total Fair Value
Foreclosed assets	\$—	\$ 582,148	\$ —	\$ 582,148
Impaired loans, net	—	3,005,351	3,846,367	6,851,718
December 31, 2010	Level 1	Level 2	Level 3	Total Fair Value
Foreclosed assets	\$—	\$1,266,121	\$ 96,029	\$1,362,150
Impaired loans, net	—	3,471,973	4,983,205	8,455,178

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 16. Fair Values of Financial Instruments

The following methods and assumptions were used by the Company in estimating the fair value of financial instruments:

Cash and Cash Equivalents: The carrying amounts reported in the balance sheets for cash and cash equivalents approximate fair values.

Federal Funds Sold: The carrying amounts reported in the balance sheets for federal funds sold approximate fair values.

Securities: The Company obtains fair value measurements of available for sale and held to maturity securities from an independent pricing service. See Note 15 - Fair Value Measurement and Disclosure for further detail on how fair values of marketable securities are determined. The carrying value of non-marketable equity securities approximates fair value.

Loans: For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying amounts. The fair values for other loans (for example, fixed rate commercial real estate and rental property mortgage loans and commercial and industrial loans) are estimated using discounted cash flow analysis, based on market interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future expected loss experience and risk characteristics. Fair values for impaired loans are estimated using underlying collateral values, where applicable.

Mortgage Servicing Rights: The carrying amounts of mortgage servicing rights approximate their fair values.

Deposits: The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies market interest rates currently offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Accrued Interest Receivable and Payable: The carrying amounts of accrued interest receivable and payable approximate fair values.

Loan Commitments: Commitments to extend credit were evaluated and fair value was estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counter-parties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The Bank does not charge fees to enter into these agreements. As of December 31, 2011 and 2010, the fair values of the commitments are immaterial in nature.

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 16. Fair Values of Financial Instruments (Continued)

The estimated fair values of the Bank's financial instruments are as follows:

	December 31, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets:				
Cash and cash equivalents	\$ 2,945,465	\$ 2,945,465	\$ 4,378,835	\$ 4,378,835
Federal funds sold	1,627,000	1,627,000	5,016,000	5,016,000
Securities	35,541,912	35,541,913	34,997,672	34,997,672
Accrued interest receivable	691,367	691,367	751,769	751,769
Loans	127,971,762	127,942,000	135,350,904	142,074,000
Mortgage servicing rights	154,180	154,180	183,365	183,365
Financial Liabilities:				
Deposits	159,948,450	161,144,000	170,831,454	174,933,000
Accrued interest payable ...	1,908	1,908	51,750	51,750

In addition, other assets and liabilities of the Bank that are not defined as financial instruments are not included in the above disclosures, such as property and equipment. Also, non-financial instruments typically not recognized in financial statements nevertheless may have value but are not included in the above disclosures. These include, among other items, the estimated earnings power of core deposit accounts, the trained work force, customer goodwill and similar items.

Note 17. Condensed Parent Only Financial Statements

	December 31,	
	2011	2010
<i>Statements of financial condition</i>		
Assets:		
Interest bearing deposits	\$ 277,593	\$ 347,616
Other assets	2,113	862
Equity in net assets of Ottawa Savings Bank	19,770,420	20,965,430
ESOP note receivable	476,100	520,986
Total assets	<u>\$20,526,226</u>	<u>\$21,834,894</u>
Liabilities and stockholders' equity:		
Liabilities	\$ 3,751	\$ —
Redeemable common stock in ESOP plan	109,818	148,292
Stockholders' Equity	<u>20,412,657</u>	<u>21,686,602</u>
Total liabilities and stockholders' equity	<u>\$20,526,226</u>	<u>\$21,834,894</u>

Ottawa Savings Bancorp, Inc. & Subsidiary
Notes to Consolidated Financial Statements

Note 17. Condensed Parent Only Financial Statements (Continued)

	Years Ended December 31,	
	2011	2010
Statements of operations		
Equity in net loss of subsidiary	\$(1,248,111)	\$(486,467)
Interest income	32,615	35,291
Operating loss	(1,215,496)	(448,176)
Other expenses	64,049	62,672
Loss before income tax benefit	(1,279,545)	(510,848)
Income tax benefit	(5,587)	(4,279)
Net loss	<u>\$(1,273,958)</u>	<u>\$(506,569)</u>
	Years Ended December 31,	
	2011	2010
Statements of cash flows		
Operating activities:		
Net loss	\$(1,273,958)	\$(506,569)
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase in other assets	(1,251)	(862)
Increase in other liabilities	3,751	—
Undistributed net loss of subsidiary	1,248,111	483,467
Net cash used in operating activities	<u>(23,347)</u>	<u>(23,964)</u>
Investing activities:		
Payments received on ESOP note receivable	44,886	42,245
Net cash provided by investing activities	<u>44,886</u>	<u>42,245</u>
Financing activities:		
Cash dividends paid	(84,495)	(164,907)
Purchase of treasury stock	(7,067)	(8,064)
Net cash used in financing activities	<u>(91,562)</u>	<u>(172,971)</u>
Net decrease in cash and cash equivalents ...	<u>(70,023)</u>	<u>(154,690)</u>
Cash and cash equivalents:		
Beginning of period	347,616	502,306
End of period	<u>\$ 277,593</u>	<u>\$ 347,616</u>
Supplemental Schedule of Noncash Investing and Financing Activities (Asset) due to the recording of ESOP put options	\$ (38,474)	\$ (79,614)

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OTTAWA SAVINGS BANCORP, INC.

Date: March 28, 2012

By: /s/ JON L. KRANOV
Jon L. Kranov
President, Chief Executive Officer and Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JON L. KRANOV</u> Jon L. Kranov	President, Chief Executive Officer and Director (principal executive officer)	March 28, 2012
<u>/s/ MARC N. KINGRY</u> Marc N. Kingry	Chief Financial Officer (principal accounting and financial officer)	March 28, 2012
<u>/s/ JAMES A. FERRERO</u> James A. Ferrero	Director	March 28, 2012
<u>/s/ KEITH JOHNSON</u> Keith Johnson	Director	March 28, 2012
<u>/s/ ARTHUR C. MUELLER</u> Arthur C. Mueller	Director	March 28, 2012
<u>/s/ DANIEL J. REYNOLDS</u> Daniel J. Reynolds	Director	March 28, 2012

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Rule 13a-14 Certification

I, Jon L. Kranov, certify that:

1. I have reviewed this annual report on Form 10-K of Ottawa Savings Bancorp, Inc.,
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 28, 2012

/s/ Jon L. Kranov

Jon L. Kranov
President and Chief Executive Officer

Rule 13a-14 Certification

I, Marc N. Kingry, certify that:

1. I have reviewed this annual report on Form 10-K of Ottawa Savings Bancorp, Inc.,
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 28, 2012

/s/ Marc N. Kingry

Marc N. Kingry
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Ottawa Bancorp, Inc. (the "Company") on Form 10-K for the period ending December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered.

/s/ Jon L. Kranov

Jon L. Kranov
President and Chief Executive Officer

March 28, 2012

/s/ Marc N. Kingry

Marc N. Kingry
Chief Financial Officer

March 28, 2012

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Corporate Information

Corporate Office

925 LaSalle St.
Ottawa, IL 61350
(815) 433-2525

Annual Meeting

Ottawa Savings Bank
925 LaSalle St.
Ottawa, IL 61350
May 16, 2012
2:00 pm

Corporate Counsel

Kilpatrick, Townsend and Stockton LLP
Suite 900
607 14th Street, NW
Washington, DC 20005-2018

Transfer Agent

Registrar & Transfer Company
10 Commerce Drive
Cranford, New Jersey 07016-3572

Independent Registered Public Accountants

McGladrey & Pullen, LLP
1806 Fox Drive
Champaign, Illinois 61820

Ottawa Savings Bancorp, Inc. & Ottawa Savings Bank

Board of Directors

James A. Ferrero
Co-Owner, Herman's Liquor Store

Keith Johnson
Co-Owner, Johnson Pattern & Machine Co.

Jon L. Kranov
President & CEO, Ottawa Savings Bank

Arthur C. Mueller
Owner, Mueller Funeral Homes, Inc.

Daniel Reynolds
Co-Owner, H.R. Imaging, Inc.

Officers

Jon L. Kranov
President and Chief Executive Officer

Philip B. Devermann
Vice President

Marc N. Kingry
Chief Financial Officer

Catherine L. Koch
Treasurer

JuleAnn Leamy
Assistant Vice President and Corporate Secretary

Laurie Duffell
Assistant Vice President and Assistant Secretary

Jessica Rodriguez
Assistant Vice President

Mark M. Stoudt
Commercial Banking Officer

